

MINERA ANDES INC /WA
Form 6-K
June 25, 2009

United States

Securities and Exchange Commission

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the
Securities Exchange Act of 1934

For the Month of June 2009

Commission File Number 000-22731

Minera Andes Inc.

(Translation of registrant's name into English)

111 E. Magnesium Road, Suite A

Spokane, Washington 99208

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☐ Form 40-F ☒

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1

Name and Address of Company

Minera Andes Inc.

Suite A, 111 East Magnesium Road

Spokane, Washington

99208

Item 2

Date of Material Change

The material change occurred on June 18, 2009.

Item 3

News Release

A News Release was disseminated by CNW Group, CNW News Wire Ltd., Vancouver, British Columbia, on June 18, 2009.

Item 4

Summary of Material Change

Following Minera Andes Inc.'s (the Corporation or Minera Andes) annual general and special meeting on June 18, 2009, Mr. Robert R. McEwen was appointed interim President and Chief Executive Officer of the Corporation

effective immediately, replacing Mr. Allen Ambrose.

Item 5.1

Full Description of Material Change

Following the Corporation's annual general and special meeting on June 18, 2009, Mr. Robert R. McEwen was appointed interim President and Chief Executive Officer of the Corporation effective immediately, replacing Mr. Allen Ambrose. Mr. Ambrose was re-elected to the Board of Directors of the Corporation.

Item 5.2

Disclosure for Restructuring Transactions

Not applicable

Item 6

Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7

Omitted Information

Not applicable

Item 8

Executive Officer

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The name of the executive officer of the Corporation who is knowledgeable about the material change and this report and who can be contacted is Robert R. McEwen, Interim President and Chief Executive Officer and Executive Chairman at (647) 258-0395.

Item 9

Date of Report

June 24, 2009

SCHEDULE A

TSX: MAI

NEWS RELEASE

NASD-OTCBB: MNEAF

SPOKANE, WA June 18, 2009 **Minera Andes Inc. Corporation or Minera Andes** (TSX: MAI and US OTC: MNEAF) announces that following the Corporation's annual general and special meeting today, Mr. Robert R. McEwen has been appointed interim President and Chief Executive Officer of the Corporation effective immediately, replacing Mr. Allen Ambrose. Mr. Ambrose was re-elected to the Board of Directors of the Corporation.

Minera Andes would like to thank Mr. Ambrose, a founder of the Corporation, for his dedication and service to the Corporation. Under Mr. Ambrose's stewardship, Minera Andes grew from a junior exploration company to a company with exploration success in Argentina and a significant interest in a producing mine.

Minera Andes is a gold, silver and copper exploration company working in Argentina. The Company holds approximately 304,000 acres of mineral exploration land in Argentina. The producing San José silver/gold mine is 49% owned by Minera Andes through a joint venture. Minera Andes is also exploring the Los Azules copper project in San Juan province, where an exploration program has defined a resource and a scoping study has been completed. Other exploration properties, primarily silver and gold, are being evaluated in southern Argentina. The Corporation presently has 230,538,851 shares issued and outstanding.

For further information, please contact: Art Johnson at the Spokane office, or Krister A. Kottmeier, investor relations Canada, at the Vancouver office. Visit our Web site: www.minandes.com.

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Caution Concerning Forward-Looking Statements:

This press release contains certain forward-looking statement and information. The forward-looking statements and information express, as at the date of this press release, the Corporation's plans, estimates, forecasts, projections, expectations or beliefs as to future events and results. Forward-looking statements involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements. Risks and uncertainties that could cause results or future events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to, factors associated with fluctuations in the market price of precious metals, mining industry risks, risks associated with foreign operations, the state of the capital markets, environmental risks and hazards, uncertainty as to calculation of mineral reserves and other risks.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MINERA ANDES INC.

By:

/s/ Robert R. McEwen

Robert R. McEwen, Interim President and Chief Executive
Officer and Executive Chairman

Dated: June 24, 2009
