

ENDEAVOUR SILVER CORP  
Form SC 13D/A  
October 22, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D/A**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\***

**ENDEAVOUR SILVER CORP.**  
(Name of Issuer)

**Common Share, without par value**  
(Title of Class of Securities)

**29258Y103**  
(CUSIP Number)

**Trent Mell**  
**Executive Vice President, Corporate Affairs**  
**AuRico Gold Inc.**  
**110 Yonge Street, Suite 1601**  
**Toronto, ON M5C 1T4**  
**Tel: (647) 260-8880**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)*

**With a copy to:**  
**Ricardo Leofanti**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**222 Bay Street**  
**Suite 1750, P.O. Box 258**  
**Toronto, Ontario M5K 1J5**  
**Canada**  
**(416) 777-4700**

**October 17, 2012**  
*(Date of Event which Requires Filing of this Statement)*

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1.

**AuRico Gold Inc.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4.

**Not Applicable**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

|  |  |   |
|--|--|---|
| <p><b>Canada</b></p> <p><b>NUMBER OF</b></p> <p><b>SHARES</b></p> <p><b>BENEFICIALLY</b></p> <p><b>OWNED BY</b></p> <p><b>EACH</b></p> <p><b>REPORTING</b></p> <p><b>PERSON WITH</b></p> | <p>7.</p> <p>8.</p> <p>9.</p> <p>10.</p> | <p>SOLE VOTING POWER</p> <p><b>nil (See Item 5)</b></p> <p>SHARED VOTING POWER</p> <p><b>nil</b></p> <p>SOLE DISPOSITIVE POWER</p> <p><b>nil (See Item 5)</b></p> <p>SHARED DISPOSITIVE POWER</p> |
|--|--|---|

**nil**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

**nil (See Item 5)**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

**0% (See Item 5)**

TYPE OF REPORTING PERSON

14.

**CO**

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**Introductory Note**

This Amendment No. 1 on Schedule 13D/A amends and supplements the Schedule 13D originally filed by AuRico Gold Inc. (the Reporting Person ) on July 13, 2012 (collectively, the Schedule 13D ). This Amendment No. 1 is being filed to report the sale of Common Shares, of the Issuer (as defined below) by the Reporting Person. Except as indicated in this Amendment No. 1, all other information set forth in the Schedule 13D remains unchanged and capitalized terms used herein that are not defined herein have the meanings set forth in the Schedule 13D.

**Item 1. Security and Issuer.**

This Amendment No. 1 relates to common shares, without par value ( Common Shares ), of Endeavour Silver Corp., a corporation organized under the laws of the Province of British Columbia (the Issuer ). The Issuer has its principal executive offices at 301-700 West Pender Street, Vancouver, British Columbia V6C 1G8 Canada.

**Item 4. Purpose of the Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 4:

AuRico Gold Inc. sold 11,037,528 Common Shares of the Issuer on an underwritten block trade basis at CAD\$8.60 per share on October 17, 2012. The syndicate was jointly led by the Canadian Imperial Bank of Commerce, the Bank of Montreal Capital Markets and Dundee Securities Ltd.

**Item 5. Interest in Securities of the Issuer.**

(a) The aggregate number and percentage of Common Shares of the Issuer deemed to be beneficially owned by the Reporting Person is nil shares, which represents approximately 0% of the outstanding Common Shares of the Issuer.

(b) None of the persons set forth on Schedule A has any interest in the Common Shares of the Issuer.

(c) Except as described below, no transactions in the securities of the Issuer were effected by the Reporting Person or, to its knowledge, any other person set forth on Schedule A, during the past 60 days.

(d) The table below sets forth a list of each sale of Common Shares of the Issuer by the Reporting Person in open market transactions since the last reported transaction in Schedule 13D:

| Transaction Date | Number of Shares<br>Sold | Price Per Share* |
|------------------|--------------------------|------------------|
| October 17, 2012 | 11,037,528               | CAD\$8.60        |

\* Sold on an underwritten block trade basis, at CAD\$8.60 per share on October 17, 2012. The syndicate was jointly led by the Canadian Imperial Bank of Commerce, the Bank of Montreal Capital Markets and Dundee Securities Ltd.

(e) On October 17, 2012, the Reporting Person ceased to be the beneficial owner of more than five percent of the class of securities.

CUSIP No. 38115J100

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 is true, complete and correct.

Date: October 22, 2012

**AURICO GOLD, INC.**

By: /s/ Trent Mell

Name: Trent Mell

Title: Executive Vice President, Corporate Affairs

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**SCHEDULE A****CERTAIN INFORMATION REGARDING THE EXECUTIVE OFFICERS AND DIRECTORS OF AURICO GOLD, INC.****Directors**

| <b>Name</b>           | <b>Principal Occupation</b>                                  | <b>Business Address</b>   | <b>Citizenship</b> |
|-----------------------|--|---|--------------------|
| Scott Perry           | President and Chief Executive Officer of AuRico Gold Inc.    | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite 1601<br>Toronto, ON M5C 1T4<br>Canada | Canada             |
| Luis Chavez           | Director of Mexican Operations of AuRico Gold Inc.           | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite 1601<br>Toronto, ON M5C 1T4<br>Canada | Mexico             |
| Ronald Smith          | Director   | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite 1601<br>Toronto, ON M5C 1T4<br>Canada | Canada             |
| Mark Daniel           | Director   | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite 1601<br>Toronto, ON M5C 1T4<br>Canada | Canada             |
| Patrick Downey        | Director   | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite 1601<br>Toronto, ON M5C 1T4<br>Canada | Canada             |
| Colin K. Benner       | Executive Chairman of AuRico Gold Inc.                       | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite 1601<br>Toronto, ON M5C 1T4<br>Canada | Canada             |
| Richard M. Colterjohn | Managing Partner and Principal, Glencoban Capital Management | c/o Glencoban Capital Management<br>130 Bloor St. W Suite 905                             | Canada             |

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Incorporated  
Toronto, Ontario M5S  
1N5  
Canada

|                 |  |  |               |
|-----------------|--|--|---------------|
| Alan R. Edwards | President & Chief<br>Executive Office,<br><br>Cooper One<br><br>Incorporated | c/o Cooper One Inc.<br>1980-1075 West Georgia<br>Street<br>Vancouver, British<br>Columbia<br>V6E 3C9<br>Canada | United States |
|-----------------|--|--|---------------|

|                |   |  |        |
|----------------|---|--|--------|
| Joseph Spiteri | Principal Mining<br>Consultant, SGM<br><br>Consultants Incorporated | c/o of AuRico Gold, Inc.<br>110 Yonge Street, Suite<br>1601<br>Toronto, ON M5C 1T4<br>Canada | Canada |
|----------------|---|--|--------|

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**Executive Officers**

|                  |  |
|------------------|--|
| Scott Perry      | President, Chief Executive Officer and Director      |
| Trent Mell       | Executive Vice President, Corporate Affairs          |
| Russell Tremayne | Executive Vice President and Chief Operating Officer |
| Peter MacPhail   | Chief Operating Officer, Canadian Operations         |
| Chris Bostwick   | Senior Vice President, Technical Services            |
| Chris Rockingham | Vice President, Exploration and Business Development |
| Luis Chavez      | Director of Mexican Operations and Director          |
| Chris Richter    | Vice President, Corporate Development                |
| Charlene Milner  | Vice President, Finance                              |
| Anne Day         | Vice President, Investor Relations & Communications  |

The principal occupation of each of the executive officers listed above is serving as an employee of the Reporting Person in their respective capacity listed above. Each of the executive officers listed above is a citizen of Canada, except Russell Tremayne, who is a citizen of the United Kingdom, and Luis Chavez, who is a citizen of Mexico, and the principal business address of each such individual is c/o of AuRico Gold, Inc., 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4, telephone (649) 260-8880.

The filing of this Amendment No. 1 to Schedule 13D shall not be construed as an admission that any of such individuals is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Amendment No. 1 to Schedule 13D.