

METALLINE MINING CO  
Form S-4/A  
March 05, 2010

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As filed with the U.S. Securities and Exchange Commission on March 5, 2010

Registration No. 333-164592

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

Form S-4/A No. 1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

METALLINE MINING COMPANY  
(Exact name of registrant as specified in its charter)

Nevada	1000	91-1766677
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

1330 E. Margaret Avenue  
Coeur d'Alene, ID 83815  
(208) 665-2002  
(Address, including ZIP code, and telephone number,  
including area code, of registrant's principal executive offices)

Merlin Bingham, Chief Executive Officer  
Metalline Mining Company  
1330 E. Margaret Avenue  
Coeur d'Alene, ID 83815  
(208) 665-2002  
(Name, address, including ZIP code, and telephone number,  
including area code, of agent for service)

Copy to:

Theresa M. Mehringer, Esq.  
Burns, Figa & Will, P.C.  
6400 S. Fiddlers Green Circle, Suite 1000  
Greenwood Village, Colorado 80111  
USA

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

- Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common stock, par value \$0.01 per share	47,724,561(1)	\$0.64(2)	\$30,543,719(3)	\$2,178 (4)

(1) Represents the maximum number of shares of the Registrant's common stock to be issued in connection with the merger described herein. The number of shares of common stock is based on the number of shares of Dome Ventures Corporation common stock outstanding.

(2) Calculated pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low trading prices on January 25, 2010, as reported by the NYSE AMEX.

(3) Estimated solely for the purpose of computing the registration fee in accordance with Rules 457(c) under the Securities Act.

(4) Calculated pursuant to Rule 457(o) under the Securities Act. Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$71.30 per \$1,000,000 of the proposed maximum aggregate offering price. The Registration Fee was paid with the original filing.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

March \_\_\_\_, 2010

Joint Proxy Statement/Prospectus

**MERGER PROPOSAL — YOUR VOTE IS VERY IMPORTANT**

The Board of Directors of Metalline Mining Company and the Board of Directors of Dome Ventures Corporation have agreed to a strategic combination of their two companies under the terms of the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009. Upon completion of the merger, Dome will become a wholly owned subsidiary of Metalline.

If the merger is completed, Dome stockholders will receive a fixed ratio of approximately 0.96882 shares of Metalline common stock for each share of Dome common stock that they own. This exchange ratio may fluctuate slightly based upon number of outstanding shares of Dome at closing, but will not be adjusted to reflect stock price changes prior to the closing of the merger. Based on the closing price of Metalline common stock on the NYSE AMEX on November 12, 2009, the last trading day before public announcement of the merger, the exchange ratio represented approximately \$0.57 in value for each share of Dome common stock. Based on such price on March 9, 2010, the last trading day before the date of this joint proxy statement/prospectus, the 0.96882 exchange ratio represented approximately \$\_\_\_\_\_ in value for each share of Dome common stock. Metalline stockholders will continue to own their existing Metalline shares.

Based on the estimated number of shares of Metalline and Dome common stock to be outstanding immediately prior to the closing of the merger, we estimate that upon such closing, current Metalline stockholders will own approximately 53% of the combined company and former Dome stockholders will own approximately 47% of the combined company. Metalline common stock is traded on the NYSE AMEX under the symbol MMG, and Dome common stock is traded on the TSX Venture Exchange under the symbol DV.U. Upon the closing of the merger, Metalline and Dome expect that Metalline's common stock will be listed on the TSX Venture Exchange.

At the special meeting in lieu of an annual meeting of Metalline stockholders, Metalline stockholders will be asked to vote on the issuance of Metalline common stock to Dome stockholders in the merger. Additionally, Metalline stockholders will be asked to (i) approve an amendment to the Articles of Incorporation of Metalline to increase the number of authorized shares of Metalline common stock; (ii) approve the adoption of the 2010 Stock Option and Stock Bonus Plan; (iii) elect the slate of directors nominated by the current Board of Directors; and (iv) to ratify the appointment of Hein & Associates LLP. At the special meeting of Dome stockholders, Dome stockholders will be asked to vote on the approval of the merger agreement.

We cannot complete the merger unless the stockholders of both companies approve the respective proposals related to the merger. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend your special meeting in person, please vote your shares as promptly as possible so that your shares may be represented and voted at the Metalline or Dome special meeting, as applicable. If you are a Metalline stockholder, please note that a failure to vote your shares may result in a failure to establish a quorum for the Metalline special meeting. If you are a Dome stockholder, please note that a failure to vote your shares has the same effect as a vote against the merger.



The Metalline Board of Directors recommends that the Metalline stockholders vote “FOR” the proposal to issue shares of Metalline common stock in the merger; “FOR” the proposal to amend the Metalline Articles of Incorporation; “FOR” the proposal to adopt the 2010 Stock Option and Stock Bonus Plan; “FOR” the election of the Board of Directors' slate of nominees; and “FOR” the ratification of Hein & Associates LLP as our independent registered accounting firm.

The Dome Board of Directors recommends that the Dome stockholders vote “FOR” the proposal to approve the merger agreement.

The obligations of Metalline and Dome to complete the merger are subject to the satisfaction or waiver of several conditions. More information about Metalline, Dome and the merger is contained in this joint proxy statement/prospectus. You should read this entire joint proxy statement/prospectus carefully, including the section entitled “Risk Factors” beginning on page \_\_.

We look forward to the successful combination of Metalline and Dome.

Sincerely,

Merlin Bingham  
Chairman and President  
Metalline Mining Company

Brian D. Edgar  
President, Chief Executive Officer and  
Director  
Dome Ventures Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined that this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated March 10, 2010 and is first being mailed to the respective stockholders of Metalline and Dome on or about March 12, 2010.

## ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission, which is referred to herein as the SEC, by Metalline (File No. 333-164592), constitutes a prospectus of Metalline under Section 5 of the Securities Act of 1933, as amended, which is referred to as the Securities Act, with respect to the shares of Metalline common stock to be issued to Dome stockholders in the merger.

This document also constitutes a notice of meeting and a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, with respect to the Metalline special meeting in lieu an annual of stockholders, at which Metalline stockholders will be asked to consider and vote upon certain proposals, including a proposal to approve the issuance of shares of Metalline common stock to Dome stockholders in the merger.

This document also constitutes a notice of meeting and management information circular prepared for the Dome stockholders in accordance with the disclosure requirements under Canadian securities laws with respect to the Dome special meeting of stockholders, at which Dome stockholders will be asked to consider and vote upon a proposal to approve and adopt the merger agreement.

METALLINE MINING COMPANY  
1330 E. Margaret Ave  
Coeur d'Alene, ID 83815  
(208) 665-2002

NOTICE OF SPECIAL MEETING IN LIEU OF AN ANNUAL MEETING OF METALLINE STOCKHOLDERS  
To Be Held On April 15, 2010

Dear Stockholders of Metalline Mining Company:

We are pleased to invite you to attend a special meeting in lieu of an annual meeting of stockholders of Metalline Mining Company, a Nevada corporation ("Metalline"), which will be held at the offices of Metalline's counsel, Burns Figa & Will, P.C., at 6400 S. Fiddlers Green Circle, Suite 1000, Greenwood Village, Colorado 80111 on April 15, 2010, at 10:00 a.m. Mountain Time for the following purposes:

- to vote on a proposal to approve the issuance of Metalline common stock, par value \$0.01 per share, in connection with the merger contemplated by the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009, by and among Dome Ventures Corporation, Metalline and Metalline Mining Delaware, Inc. a wholly owned subsidiary of Metalline;
- to vote on a proposal to amend the Articles of Incorporation of Metalline to increase the authorized number of shares of Metalline common stock from 160,000,000 to 300,000,000;
  - to vote on a proposal to approve and adopt the Metalline 2010 Stock Option and Stock Bonus Plan;
  - to vote on the election of the slate of director nominees; and
- to ratify the appointment of Hein & Associates LLP as our independent registered public accounting firm.

Metalline will transact no other business at the meeting except such business as may properly be brought before the stockholders' meeting or any adjournment or postponement of it. Please refer to the remainder of the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the Metalline stockholders' meeting.

Holders of shares of Metalline common stock at the close of business on March 9, 2010, which is the record date, are entitled to vote at the meeting and any adjournment or postponement thereof. The presence, in person or by proxy, of holders of one-third of the shares of common stock outstanding as of the record date constitute a quorum for the transaction of business at the meeting.



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The issuance of Metalline common stock to Dome stockholders, the approval of the Metalline 2010 Stock Option and Stock Bonus Plan, and ratification of the appointment of Hein & Associates LLP will each be approved if a majority of the votes cast on each such proposal vote in favor of such proposal. The amendment to Metalline's Articles of Incorporation will be approved if a majority of the number of votes entitled to be cast on the proposal vote in favor of the proposal. As to the election of directors, a stockholder may vote for the election of each of the nominees proposed by the Board, or may vote to withhold authority to vote for one or more of the nominees being proposed. Directors are elected by a plurality of votes cast without respect to broker non-votes.

Completion of the merger is conditioned on approval of the issuance of Metalline common stock in the merger. The election of Mr. Brian Edgar and Dr. Murray Hitzman to the Board is conditioned on completion of the merger.

Your vote is important. Whether or not you expect to attend in person, we urge you to authorize a proxy to vote your shares as promptly as possible by signing and returning your proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Metalline special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by your bank, broker or other nominee.

By Order of the Board of Directors

Merlin Bingham  
President and Chairman  
March 10, 2010

Dome Ventures Corporation

Suite 2200, 885 West Georgia Street  
Vancouver, BC V6C 3E8  
(604) 687-5800

NOTICE OF SPECIAL MEETING OF DOME STOCKHOLDERS  
To Be Held On April 14, 2010

Dear Stockholders of Dome Ventures Corporation:

We are pleased to invite you to attend a special meeting of stockholders of Dome Ventures Corporation (“Dome”), which will be held at our offices at Suite 2200, 885 West Georgia Street, Vancouver, BC, Canada on April 14, 2010, at 10:00 a.m. Pacific Time for the following purposes:

- to consider, and if thought advisable, to approve the Agreement and Plan of Merger and Reorganization, dated as of December 4, 2009, by and among Dome, Metalline Mining Company and Metalline Mining Delaware, Inc., a wholly owned subsidiary of Metalline Mining Company; and
- to approve an adjournment of the Dome special meeting, if necessary, including to solicit additional proxies if there are not sufficient votes for the proposal to approve the merger.

Dome will transact no other business at the special meeting. This notice is accompanied by a document referred to as a “joint proxy statement/prospectus” which constitutes a management information circular prepared for the Dome stockholders in accordance with the disclosure requirements applicable under Canadian securities laws. Please refer to the joint proxy statement/prospectus for further information with respect to the business to be transacted at the Dome special meeting.

Only shareholders of record at the close of business on March 9, 2010 will be entitled to receive notice of, and to vote at, the meeting or any adjournment thereof. Registered shareholders who are unable to or who do not wish to attend the meeting in person are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by facsimile. To be used at the meeting, proxies must be received by Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Canada (Fax: 1-866-249-7775 [within North America] or (416) 263-9524 [outside North America]) by mail or fax no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the meeting, or any adjournment thereof, or may be accepted by the chairman of the meeting prior to the commencement of the meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

Approval of the merger requires the affirmative vote of at least a majority of the votes entitled to be cast by holders of outstanding common stock of Dome.

Your vote is important. Whether or not you expect to attend in person, we urge you to authorize a proxy to vote your shares as promptly as possible by (1) accessing the Internet website specified on your proxy card; (2) calling the toll-free number specified on your proxy card; or (3) signing and returning your proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Dome special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by your bank, broker or other nominee.

Your Board of Directors recommends a vote “FOR” the merger agreement.

By Order of the Board of Directors

Brian D. Edgar  
President, Chief Executive Officer and Director  
March 10, 2010

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Metalline and Dome from other documents that are not included in or delivered with this joint proxy statement/prospectus. These documents are available on SEDAR at [www.sedar.com](http://www.sedar.com) under the reports and documents filed by Dome. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus with respect to Dome on SEDAR at [www.sedar.com](http://www.sedar.com) and with respect to Metalline on EDGAR at [www.sec.gov](http://www.sec.gov) or by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Metalline Mining Company  
1330 E. Margaret Ave  
Coeur d'Alene, ID 83815  
(208) 665-2002  
Attn: Investor Relations

Dome Ventures Corporation  
Suite 2200, 885 West Georgia Street  
Vancouver, BC V6C 3E8  
(604) 687-5800  
Attn: Investor Relations

Investors may also consult Metalline's or Dome's website for more information about Metalline or Dome, respectively. Metalline's website is [www.metallineminning.com](http://www.metallineminning.com). Dome's website is [www.domeventures.com](http://www.domeventures.com). Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page \_\_\_\_.

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission (the “SEC”) by Metalline, constitutes a prospectus of Metalline under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), with respect to the Metalline common stock to be issued to Dome stockholders in the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement of both Metalline and Dome under Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). It also constitutes a notice of meeting with respect to the special meeting in lieu of annual meeting of Metalline stockholders. Further, this document constitutes a notice of meeting and management information circular prepared for the Dome stockholders in accordance with the disclosure requirements under Canadian securities laws.

You should rely only on the information contained or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated March 10, 2010. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to Metalline stockholders or Dome stockholders nor the issuance by Metalline of common stock in connection with the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding Metalline has been provided by Metalline and information contained in this joint proxy statement/prospectus regarding Dome has been provided by Dome unless otherwise noted herein.

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