

GOLDEN RIVER RESOURCES CORP.

Form 4

July 13, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUTNICK JOSEPH ISAAC

2. Issuer Name **and** Ticker or Trading
Symbol
**GOLDEN RIVER RESOURCES
CORP. [GORV.OB]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
LEVEL 8, 580 ST. KILDA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2009

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

MELBOURNE VICTORIA, C3 304
(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock par value \$.0001 per share	07/08/2009		J	110,274,559 (1)	D (2) 120,923,133	I	(3)
.	07/08/2009		J	110,274,559 (1)	A (2) 120,923,133	I	(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title of Underlying Security (Instr. 3)
						Date Exercisable	Expiration Date	Title
Stock Options	\$ 0.1542	07/08/2009		J	20,000,000	05/23/2006	04/30/2011	Common Stock
Stock Options	\$ 0.1542	07/08/2009		J	20,000,000	05/23/2006	04/30/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUTNICK JOSEPH ISAAC LEVEL 8 580 ST. KILDA ROAD MELBOURNE VICTORIA, C3 304	X	X	President and CEO	

Signatures

/s/ Joseph I. Gutnick 07/08/2009

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Of this amount, 110,000,000 shares (and 20,000,000 stock options) were owned by Fast Knight Nominees Pty. Ltd. ("FKN"), 229,490 shares were owned by AXIS Consultants Pty. Ltd. ("AXIS"), 17,500 shares were owned by Pearlway Investments Pty. Ltd. ("Pearlway"), 1,919 shares were owned by Quantum Resources Limited ("Quantum") and 25,650 shares were owned by Mr. Gutnick directly. All of these entities are private Australian corporations of which Mr. Gutnick and members of his family are officers, directors and shareholders.

(2) On July 8, 2009, FKN agreed to exchange 110,000,000 shares of common stock of the issuer and options to purchase 20,000,000 shares of common stock of the issuer with Northern Capital Resources Corporation ("NCRC") in exchange for 55,000,000 shares of NCRC. Mr. Gutnick and members of his family are officers, directors and shareholders of NCRC. At the same time, NCRC acquired the shares of the issuer owned by AXIS, Pearlway, Quantum and Mr. Gutnick for a purchase price of \$0.05 per share.

(3) The shares and options are owned by the following corporations of which Joseph Gutnick and members of his family are officers, directors and shareholders: NCRC - 110,000,000 shares and 20,000,000 stock options; Edensor Nominees Pty Ltd. - 5,394,590 shares; Kerisridge Pty Ltd. - 1,753,984 shares; Kalycorp Pty Ltd. - 2,000,000 shares; Pearlway Investments Pty Ltd - 8,500 and Surfer Holdings Pty Ltd. - 1,500,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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