

MINERA ANDES INC /WA
Form 40-F/A
February 18, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F/A

Amendment No. 3

(Check one)

[]

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

[X]

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

Commission file number 000-22731

MINERA ANDES INC.

(Exact name of Registrant as specified in its charter)

Alberta, Canada

1040

Not applicable

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(Jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number (if applicable))

(I.R.S. Employer Identification Number (if applicable))

111 E. Magnesium Road, Suite A, Spokane, Washington 99208

(509) 921-7322

(Address and telephone number of Registrant's principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class
None

Name of each exchange on which registered:
N/A

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Common shares without par value

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Common shares without par value

For annual reports, indicate by check mark the information filed with this Form:

[X]

Annual Information Form

[X] **Audited Annual Financial Statements**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

180,974,912 Common Shares

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes []

No [X]

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X]

No []

EXPLANATORY NOTE

Minera Andes Inc. (the Company) is filing this amendment to its Annual Report on Form 40-F for the year ended December 31, 2007 solely for the purpose of filing a revised version of the Company s Annual Information Form (Exhibit 99.1). Otherwise, this amendment does not update or change the information in any item of the Annual Report or reflect any events that have occurred after the Form 40-F was filed or previously amended.

UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

MINERA ANDES INC.

Registrant

By:

/s/ Allen V. Ambrose

By:

/s/ Henry A. John

Allen V. Ambrose, President and

Henry A. John, Principal

Chief Executive Officer

Accounting and Financial Officer

Date:

February 16, 2009

Date:

February 16, 2009

EXHIBIT INDEX

| Exhibit | Description |
|---------------------|--|
| <u>99.1</u> | <u>Revised Annual Information Form</u> |
| 99.2 | Audited Annual Financial Statements(1) |
| 99.3 | Management s Discussion and Analysis(1) |
| 99.4 | <u>Consent of BDO Dunwoody LLP</u> |
| <u>99.5</u> | <u>Chief Executive Officer's Section 302 Certification</u> |
| <u>99.6</u> | <u>Chief Financial Officer's Section 302 Certification</u> |
| <u>99.7</u> | <u>Chief Executive Officer's Section 906 Certification</u> |
| <u>99.8</u> | <u>Chief Financial Officer's Section 906 Certification</u> |
| 99.9 | NI 43-101 Technical Report - San Jose Property, Santa Cruz Province, Argentina(1) |
| 99.10 | NI 43-101 Technical Report - Los Azules Copper Project, San Juan Province, Argentina(2) |
| 99.11 | Consent of Author for William Colquhoun, FSAIMM, Emmanuel Henry, MAusIMM, Armando Simon, R.P. Geol (AIG), and Pierre Rocque, P. Eng.(3) |
| <u>99.12</u> | <u>Consent of Author for Donald B. Tschabrun MAusIMM</u> |
| <u>99.13</u> | <u>Consent of Author for Bruce M. Davis, FAusIMM</u> |
| <u>99.14</u> | <u>Consent of Author for Robert Sim, P.Geo</u> |

(1)

Previously filed as an exhibit to this Form 40-F Annual Report as originally filed on March 31, 2008

(2)

Previously filed as an exhibit to our Form 6-K/A filed on January 20, 2009 and incorporated herein by reference.

(3)

Previously filed as an exhibit to Amendment No. 1 to this Form 40-F Annual Report, which was filed on April 14, 2008

