

GEOVIC MINING CORP.  
Form 8-K  
February 15, 2012

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

FORM 8-K

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 14, 2012

**GEOVIC MINING CORP.**

(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization)               | 000-52646<br>(Commission<br>File Number) | 20-5919886<br>(I.R.S. Employer<br>Identification Number) |
| 1200 17th Street, Suite 980<br>Denver, Colorado<br>(Address of principal executive offices) |  | 80202<br>(Zip Code)                                      |

Registrant's telephone number, including area code: **(303) 476-6455**

Check the appropriate box below if the Form 8 K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On February 14, 2012, Geovic Mining Corp. (“the Registrant”), announced changes to the Board of Directors of the Company.

Directors Wade Nesmith (Chairman), Michael Goldberg, John Perry, and John E. (Jack) Sherborne each resigned as directors of the Company, effective February 14, 2012. Following the resignations, Registrant’s Board of Directors consists of the five remaining Directors. The Company’s Chief Executive Officer, Michael T. Mason, was appointed Chairman of the Board of Directors, and Gregg Sedun was named Lead Independent Director, in each case effective February 14, 2012.

On February 14, 2012, the Company also announced that Mr. Sherborne also will retire from his position as President of the New Ventures Division of the Registrant and as an employee of the Registrant, effective March 30, 2012.

A copy of the press release announcing the changes to the Board of Directors and Mr. Sherborne’s retirement is included as Exhibit 99.1 to this Report.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are furnished herewith:

99.1 Press Release dated February 14, 2012.

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 hereunto duly authorized.

Date: February 15, 2012

GEOVIC MINING CORP.

Registrant

By: /s/ Michael Mason

Name: Michael Mason

Title: Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| 99.1        | Press Release dated February 14, 2012 |