

GEOVIC MINING CORP.
Form 8-K
June 27, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) June 27, 2008

GEOVIC MINING CORP.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

000-52646

(Commission File No.)

20-5919886

(I.R.S. Employer
Identification No.)

743 Horizon Court, Suite 300A, Grand Junction, Colorado

(Address of principal executive offices)

81506

(Zip Code)

(970) 256-9681

(Registrant's telephone number, including area code)

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 7.01. Regulation FD Disclosure.

The information in this Form 8-K (including the exhibit hereto) shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On June 27, 2008, Geovic Mining Corp. (Geovic , TSX:GMC) announced that it entered into an investor relations agreement with San Diego Torrey Hills Capital ("Torrey Hills"), commencing immediately for a one-year term. Torrey Hills, which has advised clients in the junior resource capital market for the past decade, will act as an Investor Relations consultant, principally related to increasing Geovic s marketing efforts in the United States. A copy of the press release is included as Exhibit 99.1 to this Report.

In connection with a consulting agreement, Geovic has granted Torrey Hills warrants to purchase 250,000 common shares at an exercise price of \$1.26 per share for a period of three years from the date of the agreement. The warrants will vest over 12 months in four equal stages, commencing on the date of the agreement. The consulting agreement and warrants are included as Exhibit 10.1 and 10.2 to this Report. Also attached, as Exhibit 10.3, is a warrant to purchase 50,000 common shares on the same terms, issued to another consultant for services performed in May and June 2008.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are furnished herewith:

- 10.1 Consulting Agreement With San Diego Torrey Hills Capital, Inc. dated June __, 2008.
- 10.2 Common Stock Purchase Warrant for 250,000 shares, issued June 20, 2008.
- 10.3 Common Stock Purchase Warrant for 50,000 shares, issued June 18, 2008.

- 99.1 Press Release dated June 27, 2008.

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.

June 27, 2008

GEOVIC MINING CORP.
Registrant

By: /s/ John E. Sherborne
John E. Sherborne
Chief Executive Officer

EXHIBIT INDEX

Exhibit No. **Description**

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