

GOLDFIELDS INTERNATIONAL INC

FORM 10-Q (Quarterly Report)

Filed 11/25/14 for the Period Ending 10/31/14

Address	8022 S. RAINBOW BLVD. SUITE 417 LAS VEGAS, NV, 89319
Telephone	800-315-6551
CIK	0001167886
Symbol	GDFI
SIC Code	1400 - Mining and Quarrying Of Nonmetallic Minerals (No Fuels)
Industry	Integrated Mining
Sector	Basic Materials
Fiscal Year	01/31

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

Form 10-Q

(Mark One)

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

For the Quarterly Period Ended October 31, 2014

OR

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

For the transition period from _____ to _____

Commission file number 000-49996

GOLDFIELDS INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

8022 S. Rainbow Blvd., Suite 417

Las Vegas, NV 89139

(Address of principal executive offices)

(702) 749-4343

(Registrant's telephone number, including area code)

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 of 1934 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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 60,623,858 shares of common stock issued and outstanding as of October 31, 2014.

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PART I

FINANCIAL INFORMATION

Pursuant to Regulation 13A *Reports of Issuers of Securities Registered Pursuant to Section 12* (Reg. §240.13a-13 (c)(2)(i)(ii)), Goldfields International Inc. (the "Company" or "Registrant") is not required to file **Part I - Financial Information** for the period ending October 31, 2014 for the following reasons:

- a) The registrant is not in the production state but is engaged primarily in the exploration for the development of mineral deposits other than oil, gas or coal; and
- b) The registrant has not been in production during the current fiscal year or the two years immediately prior thereto; and
- c) The registrant has not received any receipts from the sale of mineral products or from the operations of mineral producing properties.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

N/A

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act") and Item 104 of Regulation S-K require certain mine safety disclosures to be made by companies that operate mines regulated under the Federal Mine Safety and Health Act of 1977. However, the requirements of the Act and Item 104 of Regulation S-K do not apply as the Company does not engage in mining activities. Therefore, the Company is not required to make such disclosures.

Item 5. Other Information

None

ITEM 6. EXHIBITS

Exhibit

No.	Description
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31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act.
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32.1	Section 1350 Certification(1)
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(1) Pursuant to Regulation 13A *Reports of Issuers of Securities Registered Pursuant to Section 12* (Reg. §240.13a-13 (c)(2)(i)(ii)), the Company is not required to file **Part I - Financial Information** for the period ending October 31, 2014 and therefore is not required to file Exhibit 32.1 herewith.

SIGNATURES

Pursuant to the requirements of Section 13 of 15(d) of the Securities Exchange act of 1934, as amended, the Registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorized.

Date: November 24, 2014

GOLDFIELDS INTERNATIONAL INC.

By: /s/ Jared Beebe
Jared Beebe
Interim President

EXHIBIT 31.1

I, Jared Beebe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Goldfields International Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: November 24, 2014

/s/ Jared Beebe _____

Jared Beebe

Interim President,

Principal Executive Officer, Principal Financial Officer