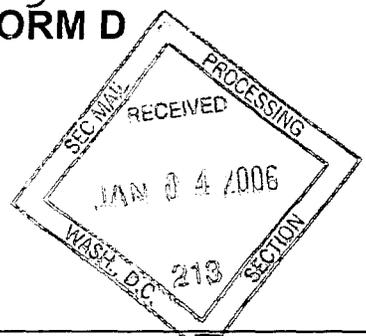


OMB APPROVAL
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



SEC USE ONLY

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
 Type of Filing New Filing Amendment

A. BASIC IDENTIFICATION DATA

PROCESSED

1. Enter the information requested about the issuer

Name of Issuer check if this is an amendment and name has changed, and indicate change.)

JAN 12 2006
MAG Silver Corp.

Address of Executive Offices 328 - 550 Burrard Street, Vancouver, British Columbia, V6C 2B5	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	(604) 630 - 1399
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	

Brief Description of Business
Metals and Minerals - Mining

Type of Business Organization

corporation limited partnership, already formed LLC, already formed other (please specify):
 business trust limited partnership, to be formed LLC, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

0 4 9 9

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

CN

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
 This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION
 Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Pearce, Dave

Business or Residence Address (Number and Street, City, State, Zip Code)

3310 Mathers Avenue, West Vancouver, B.C. V7V 2K5

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

MacInnis, Dan

Business or Residence Address (Number and Street, City, State, Zip Code)

4325 Interlaken Court, Reno, Nevada, USA 89509

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Carlson, Eric

Business or Residence Address (Number and Street, City, State, Zip Code)

625 Glenmaroon Road, West Vancouver, B.C. Canada V7S 1P5

Check Box(es) that Apply: Promoter Beneficial Owner Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Jones, R. Michael

Business or Residence Address (Number and Street, City, State, Zip Code)

Suite 328, 550 Burrard Street, Vancouver, B.C. V6C 2B5

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Young, George

8716 Arapahoe Road, Boulder, Colorado 80303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner
Managing Partner

Full Name (Last name first, if individual)

Hallam, Frank R.

Business or Residence Address (Number and Street, City, State, Zip Code)

Suite 328, 550 Burrard Street, Vancouver, B.C. V6C 2B5

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?

\$ **N/A**
Yes No

3. Does the offering permit joint ownership of a single unit?

Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Pacific International Securities (US) Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1900 - 666 Burrard Street, Vancouver, B.C. V6C 3N1

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Raymond James Ltd. (USA) Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

2200 - 925 West Georgia Street, Vancouver, B.C. V6C 3L2

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Salman Partners (USA) Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

2230 - 885 West Georgia Street, Vancouver, B.C. V6C 3E8

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$ 5,247,982

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input checked="" type="checkbox"/> \$ <u>250,000</u>	<input checked="" type="checkbox"/> \$ <u>100,000</u>
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,500,000</u>
Other (specify) <u>Mineral Exploration Costs</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>3,397,982</u>
_____	_____	_____
_____	_____	_____
Column Totals	<input checked="" type="checkbox"/> \$ <u>250,000</u>	<input checked="" type="checkbox"/> \$ <u>4,997,982</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>5,247,982</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>MAG Silver Corporation</u>	Signature <u>Frank Hallam</u>	Date <u>Dec 29, 2005</u>
Name of Signer (Print or Type) <u>Frank Hallam</u>	Title of Signer (Print or Type) <u>CFO</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Exhibit A to Form D

The Issuer has sold 6,494,749 of its Units (the “Shares”), each Unit consisting of one common share (“Share”) and one warrant (“Warrant”), at an average price of \$0.856 USD [\$1.00 CAD] per Share for total proceeds of \$5,559,505 USD [\$6,494,749 CAD]

Of the Shares sold, 1,116,749 Units were sold into the United States for proceeds of \$955,937 US [\$1,116,749 CAD].

The offering was effected in the United States pursuant to Regulation D and outside the United States pursuant to Regulation S.