SECURITIES & EXCHANGE COMMISSION EDGAR FILING

United States Antimony Corp.

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

FORM 10-Q/A

(Mark One)

☑ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2012**

❑ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period_________to_________

Commission file number 001-08675

UNITED STATES ANTIMONY CORPORATION

(Exact name of registrant as specified in its charter)

Montana	**81-0305822**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

P.O. Box 643, Thompson Falls, Montana	**59873**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: **(406) 827-3523**

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 o No ❑

Indicate by check mark whether the registrant is a shell company as defined by Rule 12b-2 of the Exchange Act. YES o No ☑

At November 10, 2012, the registrant had outstanding 61,786,822 shares of par value $0.01 common stock.

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	❑

UNITED STATES ANTIMONY CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD
ENDED SEPTEMBER 30, 2012

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PART I-FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

United States Antimony Corporation and Subsidiaries
Consolidated Balance Sheets

	(Unaudited) September 30, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,376,701	$ 5,427
Certificates of deposit (Note 4)	242,800	-
Accounts receivable, less allowance for		
doubtful accounts of $4,031 and $7,600, respectively	491,735	1,438,564
Inventories	1,454,633	1,066,813
Other current assets	57,659	56,208
Deferred tax asset	470,869	396,558
Total current assets	5,094,397	2,963,570
Properties, plants and equipment, net	8,342,025	6,047,004
Restricted cash for reclamation bonds	74,782	74,777
Other assets	155,036	54,766
Total assets	$ 13,666,240	$ 9,140,117
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Checks issued and payable	$ -	$ 113,908
Deferred revenue	31,668	43,760
Accounts payable	970,845	994,940
Due to factor	240,446	146,589
Accrued payroll, taxes and interest	93,105	141,928
Other accrued liabilities	32,434	119,292
Payables to related parties	13,382	331,978
Long-term debt, current	305,911	79,631
Total current liabilities	1,687,791	1,972,026
Long-term debt, noncurrent	136,993	158,218
Asset retirement and accrued reclamation costs	247,530	241,500
Total liabilities	2,072,314	2,371,744
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Preferred stock $0.01 par value, 10,000,000 shares authorized:		
Series A: no shares issued and outstanding	-	-
Series B: 750,000 shares issued and outstanding		
(liquidation preference $877,500)	7,500	7,500
Series C: 177,904 shares issued and outstanding		
(liquidation preference $97,847)	1,779	1,779
Series D: 1,751,005 shares issued and outstanding		
(liquidation preference and cumulative dividends of $4,714,433)	17,509	17,509
Common stock, $0.01 par vaue, 90,000,000 shares authorized;		
61,786,822 and 59,349,300 shares issued and outstanding, respectively	617,868	593,492
Additional paid-in capital	30,723,895	25,635,129
Accumulated deficit	(19,774,625)	(19,487,036)
Total stockholders' equity	11,593,926	6,768,373
Total liabilities and stockholders' equity	$ 13,666,240	$ 9,140,117

The accompanying notes are an integral part of the consolidated financial statements.

United States Antimony Corporation and Subsidiaries
Consolidated Statements of Operations (Unaudited)

	For the three months ended		For the nine months ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
REVENUES	$ 2,655,123	$ 3,332,008	$ 9,206,978	$ 9,262,039
COST OF REVENUES	(2,517,497)	(2,505,682)	(8,659,703)	(7,913,079)
GROSS PROFIT	137,626	826,326	547,275	1,348,960
OPERATING EXPENSES:				
General and administrative	239,093	28,582	655,077	198,186
Professional fees	54,722	34,764	187,366	160,604
TOTAL OPERATING EXPENSES	293,815	63,346	842,443	358,790
INCOME (LOSS) FROM OPERATIONS	(156,189)	762,980	(295,168)	990,170
OTHER INCOME (EXPENSE):				
Interest income	2,789	248	6,337	4,326
Interest expense	(2,162)	(2,569)	(2,162)	(4,204)
Factoring expense	(19,563)	(52,586)	(70,907)	(126,000)
TOTAL OTHER INCOME (EXPENSE)	(18,936)	(54,907)	(66,732)	(125,878)
INCOME (LOSS) BEFORE INCOME TAXES	(175,125)	708,073	(361,900)	864,292
INCOME TAX (EXPENSE) BENEFIT	-	-	74,311	(24,426)
NET INCOME (LOSS)	$ (175,125)	$ 708,073	$ (287,589)	$ 839,866
Net income (loss) per share of common stock:				
Basic	$ Nil	$ 0.01	$ Nil	$ 0.01
Diluted	$ Nil	$ 0.01	$ Nil	$ 0.01
Weighted average shares outstanding:				
Basic	61,786,822	59,150,784	61,051,943	58,157,638
Diluted	61,786,822	59,692,102	61,051,943	58,662,586

The accompanying notes are an integral part of the consolidated financial statements.

United States Antimony Corporation and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

	For the nine months ended	
	September 30, 2012	September 30, 2011
Cash Flows From Operating Activities:		
Net income (loss)	$ (287,589)	$ 839,866
Adjustments to reconcile net income (loss) to net cash		
provided by operating activities:		
Depreciation and amortization expense	349,375	297,866
Accretion of asset retirement obligation	6,030	-
Common stock issued to directors for services	176,191	-
Deferred income tax expense (benefit)	(74,311)	21,926
Change in:		
Accounts receivable, net	946,829	(123,002)
Inventories	(387,820)	(1,099,035)
Other current assets	250,737	(279,193)
Other assets	(100,275)	(88,196)
Accounts payable	(24,095)	627,752
Accrued payroll, taxes and interest	(48,823)	(12,302)
Other accrued liabilities	(86,858)	(36,324)
Deferred revenue	(12,092)	-
Payables to related parties	(318,596)	28,158
Net cash provided by operating activities	388,703	177,516
Cash Flows From Investing Activities:		
Purchase of certificates of deposit	(242,800)	(9)
Purchase of properties, plants and equipment	(2,292,246)	(1,744,892)
Net cash used by investing activities	(2,535,046)	(1,744,901)
Cash Flows From Financing Activities:		
Net proceeds from (payments to) factor	93,857	497,300
Proceeds from sale of common stock, net of offering costs	4,624,763	1,160,218
Issuance of common stock pursuant to exercise of warrants	60,000	-
Principal payments on long-term debt	(147,095)	(110,487)
Payments received on stock subscription agreements	-	82,563
Change in checks issued and payable	(113,908)	-
Net cash provided by financing activities	4,517,617	1,629,594
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,371,274	62,209
Cash and cash equivalents at beginning of period	5,427	448,861
Cash and cash equivalents at end of period	$ 2,376,701	$ 511,070
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Noncash investing and financing activities:		
Properties, plants and equipment acquired with long-term debt	$ 352,150	$ 239,900
Properties, plants and equipment acquired with accounts payable	-	89,654
Common stock issued for prepaid directors fees	$ 426,819	-
Common stock issued pursuant to cashless exercise of warrants	$ 253	-

The accompanying notes are an integral part of the consolidated financial statements.

PART I - FINANCIAL INFORMATION, CONTINUED:

United States Antimony Corporation and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

1. Basis of Presentation:

The unaudited consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the three and nine month periods ended September 30, 2012, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2012.

Certain consolidated financial statement amounts for the three and nine month periods ended September 30, 2011 have been reclassified to conform to the 2012 presentation. These reclassifications had no effect on the net income or accumulated deficit as previously reported.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

During the nine months ended September 30, 2012 and 2011, the Company incurred interest expense of $29,667 and $0, respectively, all of which has been capitalized as part of the cost of constructing the Puerto Blanco Mill in Mexico.

2. Income (Loss) Per Common Share:

Basic earnings per share is calculated by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated based on the weighted average number of common shares outstanding during the period plus the effect of potentially dilutive common stock equivalents, including warrants to purchase the Company's common stock and convertible preferred stock. Management has determined that the calculation of diluted earnings per share for the three and nine month periods ending September 30, 2012, is not applicable since any additions to outstanding shares related to common stock purchase warrants would be anti-dilutive.

As of September 30, 2012 and 2011, the potentially dilutive common stock equivalents not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive are as follows:

	For the Three Months Ended		For the NineMonths Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Warrants	1,776,917		1,776,917	
Convertible preferred stock	1,751,005	1,751,005	1,751,005	1,751,005
Total possible dilution	3,527,922	1,751,005	3,527,922	1,751,005
Basic weighted shares outstanding	61,786,822	59,150,784	61,051,943	58,157,638
Warrants	-	541,318	-	504,948
Basic and diluted weighted shares outstanding	61,786,822	59,692,102	61,051,943	58,662,586

3. Inventories

	September 30, 2012	December 31, 2011
Antimony Metal	$ 176,139	$ 152,026
Antimony Oxide	175,982	180,404
Antimony Ore	878,467	644,113
Total antimony	1,230,588	976,543
Zeolite	224,045	90,270
	$ 1,454,633	$ 1,066,813

4. Accounts Receivable and Due to Factor

The Company factors designated trade receivables pursuant to a factoring agreement with LSC Funding Group L.C., an unrelated factor (the "Factor"). The agreement specifies that eligible trade receivables are factored with recourse. We submit selected trade receivables to the factor, and receive 85% of the face value of the receivable by wire transfer. Upon payment by the customer, we receive the remainder of the amount due from the factor, less a one-time servicing fee of 2% for the receivables factored. This servicing fee is recorded on the consolidated statement of operations in the period of sale to the factor.

Trade receivables assigned to the Factor are carried at the original invoice amount less an estimate made for doubtful accounts. Under the terms of the recourse provision, the Company is required to reimburse the Factor, upon demand, for factored receivables that are not paid on time. Accordingly, these receivables are accounted for as a secured financing arrangement and not as a sale of financial assets. The allowance for doubtful accounts is based on management's regular evaluation of individual customer's receivables and consideration of a customer's financial condition and credit history. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. Interest is not charged on past due accounts.

We present the receivables, net of allowances, as current assets and we present the amount potentially due to the Factor as a secured financing in current liabilities.

Accounts Receivable	September 30, 2012	December 31, 2011
Accounts receivable - non factored	$ 255,320	$ 1,299,575
Accounts receivable - factored with recourse	240,446	146,589
Less allowance for doubtful accounts	(4,031)	(7,600)
Accounts receivable - net	$ 491,735	$ 1,438,564

5. Commitments and Contingencies:

In 2005, a subsidiary of the Company signed an option agreement that gives it the exclusive right to explore and develop the San Miguel I and San Miguel II concessions for an annual payment of $50,000, and an option to purchase payment of $100,000 annually. Total payments will not exceed $1,430,344, reduced by taxes paid. During the nine months ended September 30, 2012 and the year ended December 31, 2011, $0 and $186,956 respectively, was paid and capitalized as mineral rights in accordance with the Company's accounting policies.

From time to time, the Company is assessed fines and penalties by the Mine Safety and Health Administration ("MSHA"). Using appropriate regulatory channels, management may contest these proposed assessments. The Company has accrued $7,360 and $73,225 in other accrued liabilities as of September 30, 2012, and at December 31, 2011, respectively, related to such assessments.

During the nine months ended September 30, 2012, the Company negotiated a new credit facility increasing the Company's lines of credit by $202,000. As part of this agreement, two $101,000 certificates of deposit were pledged as collateral. The increased loan facility allows us access to borrowings at an interest rate of 3.15% for the portion of the credit line used. At September 30, 2012, we did not have any outstanding line of credit debt.

6. Long – Term Debt

Long-term debt at September 30, 2012 and December 31, 2011 is as follows:

	2012	2011
Note payable toThermoFisher financial Services, bearing interestat 5.67%; payable in monthly installments of $3522; maturing September 2013; collateralized by equipment.	$ 41,000	$ -
Note payable to De Lage Landen financial Services, bearing interestat 5.3%; payable in monthly installments of $549; maturing March 2016; collateralized by equipment.	21,004	-
Note payable to Catepillar Finance, bearing interestat 6.15%; payable in monthly installments of $2,032; maturing June 2015; collateralized by equipment.	59,851	77,040
Note payable to CNH Capital America, LLC, bearing interestat 4.5%; payable in monthly installments of $505; maturing June 2013; collateralized by equipment.	4,454	8,648
Note payable to GE Capital, bearing interest at 2.25%; payable inmonthly installments of $359; maturing July 2013; collateralized by equipment.	3,552	6,531
Note payable to Robert and Phyllis Rice, bearing interestat 1%; payable in monthly installments of $2,000; maturing March 2015; collateralized by equipment.	63,206	80,882
Note payable to De Lage Landen Financial Servicesat 5.2%; payable in monthly installments of $709; maturing July 2014; collateralized by equipment.	14,183	19,229
Note payable to Catepillar Finance, bearing interestat 6.15%; payable in monthly installments of $766; maturing August 2014; collateralized by equipment.	16,590	21,990
Note payable to De Lage Landen Financial Servicesat 5.2%; payable in monthly installments of $697; maturing January 2015; collateralized by equipment.	18,360	23,529
Note payable to Catepillar Finance, bearing interestat 5.95%; payable in monthly installments of $827; maturing September 2015; collateralized by equipment.	27,210	-
Note payable for Corral Blanco land, bearing interestat 6%; payable in three installments; maturing May 1, 2013; collateralized by land.	173,494	-
Total debt	442,904	237,849
Less current portion	(305,911)	(79,631)
Noncurrent portion	$ 136,993	$ 158,218

Debt outstanding will mature as follows:

Twelve months ending	September 30,
2013	$ 305,911
2014	83,928
2015	49,821
2016	3,244

	$ 442,904

United States Antimony Corporation and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited), Continued:

7. Concentrations of Risk

During the nine months ended September 30, 2012 and 2011, approximately 56% and 53% of the Company's revenues were generated by sales to three customers. Loss of any of the Company's key customers could adversely affect its business.

	For the Nine Months Ended	
Largest Customers	**September 30, 2012**	**September 30, 2011**
Customer A	$ 2,038,378	$ 1,074,963
Customer B	2,033,470	1,932,345
Customer C	1,091,079	1,856,991
	$ 5,162,927	$ 4,864,299
% of total revenues	56.10%	52.50%

8. Related Party Transactions

During the first three and nine months of 2012 and 2011, the Company paid $1,858 and $23,884 in 2012, and $43,387 and $120,259 in 2011, respectively, to directors of the Company for services provided in permitting and other construction related activities at Mexican mill sites.

During the first three and nine months of 2012 and 2011, the Company paid $15,625 and $54,340 in 2012, and $21,330 and $65,912 in 2011, respectively, to John Lawrence, our President and Chief Executive Officer, as reimbursement for personally owned equipment used by the Company.

9. Stockholder's Equity

Issuance of Common Stock for Cash

During the nine months ending September 30, 2012, the Company sold an aggregate of 2,056,334 shares of unregistered common stock to existing stockholders and other parties for $5,066,502. In connection with the sales of the Company's common stock, 1,207,750 warrants to purchase shares of the Company's common stock at $2.50 per share, and 476,917 warrants at $4.50 per share, were issued. Expenses of $441,739 connected to the issuance of the unregistered shares were deducted from additional paid in capital. 200,000 shares were issued as an exercise of warrants at $.30 per share for a total of $60,000. Also in the first nine months of 2012, 25,265 shares were issued in a cashless exercise of 50,000 warrants, which resulted in an addition of $263 to capital stock, and a corresponding reduction to additional paid in capital. No share or warrants to purchase shares of the Company's common stock were issued in the first nine months of 2011.

Issuance of Common Stock for Services

At December 31, 2011, the Company declared, but did not issue, 95,835 shares of unregistered common stock to be paid to its directors for services, having a fair value of $230,004, based on the current stock price at the date declared. During the first nine months of 2012, the company issued 149,500 shares of unregistered common stock with a fair market value of $401,819 to the Directors as compensation for past and future services. During the first nine months of 2012, the Company awarded 39,406 of the remaining 53,665 shares of unregistered common stock to its directors for services. 6,423 new shares with a fair value of $25,000 were issued to new Directors during 2012. This expense is classified with general and administrative expense in the consolidated statement of operations.

Common Stock Warrants

The Company's Board of Directors has the authority to issue stock warrants for the purchase of preferred or unregistered common stock to directors and employees of the Company.

Transactions in common stock warrants are as follows:

	Number of Warrants	Exercise Prices
Balance, December 31, 2010	725,000	$ 0.20-$0.75
Warrants exercised	(125,000)	$ 0.30-$0.40
Balance, December 31, 2011	600,000	$ 0.30-$0.60
Warrants granted	1,684,667	$ 2.50-$4.50
Warrants exercised	(250,000)	$ 0.30-$2.50
Warrants expired	(150,000)	$ 0.40
Balance, September 30, 2012	1,884,667	$ 0.25-$4.50

The above common stock warrants expire as follows:

Year Ended December 31:	
2014	1,157,750
2015	476,917
Thereafter	250,000
	1,884,667

10. Business Segments

The Company has two operating segments, antimony and zeolite. Management reviews and evaluates the operating segments exclusive of interest and factoring expenses. Therefore, interest expense and factoring is not allocated to the segments. Selected information with respect to segments is as follows:

	September 30, 2012	As of December 31, 2011
Properties, plants and equipment, net:		
Antimony		
United States	$ 1,774,326	$ 1,657,473
Mexico	4,861,559	2,791,233
Subtotal Antimony	6,635,885	4,448,706
Zeolite	1,706,140	1,598,298
Total	$ 8,342,025	$ 6,047,004
Total Assets:		
Antimony		
United States	$ 5,432,421	$ 2,387,425
Mexico	5,960,744	4,291,187
Subtotal Antimony	11,393,165	6,678,612
Zeolite	2,273,075	2,461,505
Total	$ 13,666,240	$ 9,140,117

	For the three months ended		For the nine months ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Capital expenditures:				
Antimony				
United States	$ 96,206	$ 16,501	$ 158,644	$ 95,790
Mexico	786,086	579,525	2,220,913	1,668,761
Subtotal Antimony	882,292	596,026	2,379,557	1,764,551
Zeolite	107,467	121,756	264,839	309,896
Total	$ 989,759	$ 717,782	$ 2,644,396	$ 2,074,447

	For the three months ended		For the nine months ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Revenues:				
Antimony	$ 1,974,535	$ 2,649,889	$ 6,678,725	$ 7,337,484
Precious metals	144,082	142,421	525,707	480,003
Zeolite	536,506	539,698	2,002,546	1,444,552
Total	$ 2,655,123	$ 3,332,008	$ 9,206,978	$ 9,262,039

	For the three months ended		For the nine months ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30,, 2011
Gross profit:				
Antimony	$ 156,059	$ 732,748	$ 421,037	$ 1,260,228
Zeolite	(18,433)	93,578	126,238	88,732
Total	$ 137,626	$ 826,326	$ 547,275	$ 1,348,960

	For the three months ended		For the nine months ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Depreciation and amortization:				
Antimony	$ 76,914	$ 51,746	$ 192,020	$ 148,612
Zeolite	55,077	53,617	157,355	149,254
Total	$ 131,991	$ 105,363	$ 349,375	$ 297,866

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

General

This report contains both historical and prospective statements concerning the Company and its operations. Prospective statements (known as "forward-looking statements") may or may not prove true with the passage of time because of future risks and uncertainties. The Company cannot predict what factors might cause actual results to differ materially from those indicated by prospective statements.

United States Antimony Corporation and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited), Continued:

For the three and nine month periods ended September 30, 2012 compared to the three and nine month periods ended September 30, 2011

Results of Operations by Division

Antimony - Combined USA and Mexico	**3rd Qtr 2012**	**3rd Qtr 2011**	**Nine Months 2012**	**Nine Months 2011**
Lbs of Antimony Metal USA	314,053	385,279	1,020,085	1,037,237
Lbs of Antimony Metal Mexico:	57,545	45,918	233,163	166,789
Total Lbs of Antimony Metal Sold	**371,598**	**431,197**	**1,253,248**	**1,204,026**
Sales Price/Lb Metal	$ 5.31	$ 6.15	$ 5.33	$ 6.09
Net income (loss)/Lb Metal	$ (0.42)	$ 1.43	$ (0.39)	$ 0.64
Gross antimony revenue - net of discount	$ 1,974,535	$ 2,649,889	$ 6,678,725	$ 7,337,484
Precious metals revenue	144,082	142,421	525,707	480,003
Production costs - USA	(1,173,827)	(1,639,741)	(4,200,298)	(5,128,984)
Product cost - Mexico	(268,735)	(214,437)	(1,088,871)	(778,905)
Direct sales and freight	(63,225)	(87,500)	(277,204)	(200,612)
General and administrative - operating	(246,148)	(56,487)	(702,626)	(171,702)
Mexico non-production costs	(135,049)	(9,651)	(316,346)	(128,444)
General and administrative - non-operating	(313,378)	(115,932)	(913,350)	(484,790)
Net interest	627	(2,321)	4,175	122
EBITDA	(81,118)	666,241	(290,088)	924,172
Depreciation & amortization	(75,574)	(51,746)	(198,050)	(148,612)
Net income (Loss) - antimony	$ (156,692)	$ 614,495	$ (488,138)	$ 775,560

Zeolite				
Tons sold	**2,260**	**2,819**	**8,960**	**8,662**
Sales Price/Ton	$ 237.39	$ 191.45	$ 223.50	$ 166.77
Net income (Loss)/Ton	$ (8.16)	$ 33.20	$ 14.09	$ 10.24
Gross zeolite revenue	$ 536,506	$ 539,698	$ 2,002,546	$ 1,444,552
Production costs	(402,165)	(262,645)	(1,380,675)	(835,758)
Direct sales and freight	(39,659)	(42,610)	(129,378)	(129,691)
Royalties	(47,945)	(24,266)	(176,992)	(121,317)
General and administrative	(10,093)	(62,982)	(31,908)	(119,800)
EBITDA	36,644	147,195	283,593	237,986
Depreciation	(55,077)	(53,617)	(157,355)	(149,254)
Net income (Loss) - zeolite	$ (18,433)	$ 93,578	$ 126,238	$ 88,732

Company-wide				
Gross revenue	$ 2,655,123	$ 3,332,008	$ 9,206,978	$ 9,262,039
Production costs	(1,844,727)	(2,116,823)	(6,669,844)	(6,743,647)
Other operating costs	(542,119)	(283,496)	(1,634,454)	(871,566)
General and administrative - non-operating	(313,378)	(115,932)	(913,350)	(484,790)
Net interest	627	(2,321)	4,175	122
EBITDA	(44,474)	813,436	(6,495)	1,162,158
Income tax benefit (expense)			74,311	(24,426)

Depreciation & amortization	(130,651)	(105,363)	(355,405)	(297,866)
Net income (Loss)	$ (175,125)	$ 708,073	$ (287,589)	$ 839,866

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION, CONTINUED:

Revenues from antimony sales decreased by $676,000 and $659,000 for the third quarter and nine month periods of 2012, as compared to the same periods of 2011. The pounds of antimony produced and sold was down 59,600 lbs ($366,000) from the third quarter of 2011, while the sales were up 49,200 lbs ($300,000) from the nine month period one year ago. The sales price per pound was down $0.84 per lb ($312,000) from the same quarter one year ago, and down $0.76 per lb ($952,000) from the nine month period for the prior year. The pounds of product (raw material) from Mexico increased 11,627 lbs over the same quarter and 66,374 lbs over the nine months from one year ago. The flotation plant at Puerto Blanco is on line since early October of 2012, and we should see increased product from Mexico in the upcoming quarters. Non-production costs incurred in getting the Mexico plants in operation increased by $125,000 and $188,000 for the quarter and nine months ended September 30, 2102, as compared to the same periods for 2011. We expect the non-production costs for Mexico to be substantial for the remainder of 2012 as production is being ramped up. Conversely, we will have more antimony products from Mexico to sell, and the cost of raw material per pound of antimony produced will decrease as we are able to work more raw materials from Mexico into our production. In addition, we expect to have increased revenue from precious metals as we process more of the raw materials supplied by our Mexico division. We contracted in July 2012 to install a natural gas pipeline for our Mexico smelter operation. Our fuel costs are our second largest expense after raw material in Mexico, and we are expecting the switch from propane to natural gas to decrease our Mexico fuel costs by 75%. We have spent $132,000 on the pipeline project as of September 30, 2012, and our projections are that the total cost will be approximately $1 million. We expect the pipeline to be completed in nine months.
We had sales of precious metals since 2009 as follows:

Silver/Gold	2009	2010	2011	2012 YTD
Ounces Gold Shipped	31.797	101.127	161.711	72.609
Ounces Silver Shipped	6,870.10	31,545.22	17,472.99	16,370.15

Zeolite sales decreased by approximately $3,000 and increased by approximately $558,000 for the quarter and nine month periods ended September 30, 2012, respectively, when compared to the same quarters from 2011. Zeolite sold in the third quarter of 2012 decreased by 559 tons ($132,000) from the tons sold the third quarter of 2011, but was up by 298 tons ($70,000) for the nine months ended September 30, 2012. The price per ton increased by $46 per ton ($129,000) and $56 per ton ($485,000) for the quarter and nine months periods ending September 30, 2012, when compared to the same quarters from 2011. The sales price per ton was better than the prior year's sales price for both periods due to the cost of an additive for a customer. The cost of the additive was also was the primary reason that production costs were up $144,000 and $545,000 for the quarter and nine months ended September 30, 2012, when compared to the same quarters for 2011. We expect that the increase in the price per ton for both sales and production costs to continue through the remainder of the year.

Our general and administrative costs are significantly higher than the prior year, and management is aggressively seeking ways to bring this cost down. During the three months and nine months ended September 30, 2012, we incurred approximately $88,000 in one time charges related to our listing on the NYSE MKT stock exchange. Expenses for Directors' fees were $81,753 and $0, for the nine months ended September 30, 2012 and 2011, respectively.

Financial Condition and Liquidity

	September 30, 2012	December 31, 2011
Current Assets	$ 5,094,397	$ 2,963,570
Current liabilities	(1,687,791)	(1,972,026)
Net Working Capital	$ 3,406,606	$ 991,544
Cash provided (used) by operations	$ 482,560	$ 564,041
Cash (used) by investing	(2,535,046)	(2,239,441)
Cash provided (used) by financing:		
Principal paid on long-term debt	(147,095)	(124,722)
Sale of Stock	4,684,763	1,242,780
Other	(113,908)	113,908
Net change in cash	$ 2,371,274	$ (443,434)

Our net working capital increased by approximately $2,415,000 million from December 31, 2011. This was primarily due to an increase of $482,000 in cash from operations, and $4,685,000 cash from the sale of restricted stock, versus $1,160,000 for the same period in 2011. The increase in cash from operating activities was largely due to a decrease in accounts receivable of $946,000, versus an increase of $123,000 for the same period in 2011. We spent $2,292,000 and $1,745,000 cash to purchase property, plant and equipment, primarily in Mexico. Other decreases to cash were for payments of accounts payable, checks issued but not cleared at end of year, and payments of long-term debt. During the nine months ended September 30, 2012, we issued $358,800 of stock to Directors for payment of the obligations to related parties accrued at December 31, 2011.We have estimated commitments for construction and improvements, including $750,000 for the natural gas pipeline, of approximately $1,500,000 over the next twelve months. We believe that with $2,376,000 of cash, along with future cash flow from operations, we have adequate liquid assets to meet our commitments and service our debt. We have lines of credit of $202,000 which have not been drawn on at September 30, 2012.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We sell our antimony products based on a world market price, and we buy a majority of our raw material based on the same market prices. Analysis of our costs indicate that, for the quarter and nine months ended September 30, 2012, raw materials were approximately 50% of our cost of goods sold. Most of our production costs are fixed in nature, and could not be decreased readily without decreasing our production. During the quarter and nine months ending September 30, 2012, a $2 per pound decrease in our sales price would have likely caused our gross profit to decrease $1 per pound

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure. Our chief financial officer conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of September 30, 2012.

It was determined that there were material weaknesses affecting our disclosure controls and procedures and, as a result of those weaknesses, our disclosure controls and procedures were not effective as of September 30, 2012. These material weaknesses are as follows:

- The Company lacks proper segregation of duties. As with any company the size of ours, this lack of segregation of duties is due to limited resources. The president authorizes the majority of the expenditures and signs checks.
- During its year-end audit, our independent registered accountants discovered material misstatements in our financial statements that required audit adjustments.

MANAGEMENT'S REMEDIATION INITIATIVES

We are aware of these material weaknesses and will develop procedures to ensure that independent review of material transactions is performed. We will develop internal control measures to mitigate the lack of segregation of duties as follows:

- The CFO will review all bank reconciliations
- The CFO will review all material transactions for capital expenditures
- The CFO will review all period ending entries for preparation of financial statements, including the calculation of inventory, depreciation, and amortization
- The CFO will review all material entries for compliance with generally accepted accounting principles prior to the annual audit and 10Q filings
- The CFO will develop a formal capitalization policy

In addition, we plan to consult with independent experts when complex transactions are contemplated.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

Since December 31, 2011, the Company has appointed three independent Director’s to an Audit Committee which has been actively involved in the Company's internal controls over financial reporting through communications with the Company’s management and outside auditors. The CFO has reviewed bank reconciliations, capital expenditures, calculation of depreciation and amortization, and has prepared a formal capitalization document since December 31, 2011.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three month period ended March 31, 2012, the Company sold shares of its restricted common stock directly and through the exercise of outstanding stock purchase warrants as follows: 1,102,500 shares for $2.00 per share ($2,205,000), and 200,000 shares for $.30 per share ($60,000).

During the three month period ended June 30, 2012, the Company sold shares of its restricted common stock directly and through the exercise of outstanding stock purchase warrants as follows: 953,834 shares for $3.00 per share ($2,851,964), and 25,265 shares were issued as a cashless exercise of warrants.

$441,739 was paid for cost and fees in connection with the issuance of the above shares, and was recorded as a reduction of additional paid in capital.

Common stock sold is restricted as defined under Rule 144. In management's opinion, the offer and sale of the securities were made in reliance on exemptions from registration provided by Section 4(2) and Rule 506 of Regulation D of the Securities Act of 1933, as amended and other applicable Federal and state securities laws. Proceeds received on sales of common stock were used for general corporate purposes.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

The registrant has no outstanding senior securities.

ITEM 4. MINE SAFETY DISCLOSURES

The information concerning mine safety violations or other regulatory matters required by Section 1503 (a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Annual Report.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 95 MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the nine month period ended September 30, 2012, the Company had no material specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to the Company’s United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act.

Mine	Mine Act §104 Violations (1)	Mine Act §104(b) Orders (2)	Mine Act §104(d) Citations and Orders (3)	Mine Act §(b)(2) Violations (4)	Mine Act §107(a) Orders (5)	Proposed Assessments from MSHA (In dollars$)	Mining Related Fatalities	Mine Act §104(e) Notice (yes/no) (6)	Pending Legal Action before Federal Mine Saftey and Health Review Commission (yes/no)
Bear River Zeolite	0	0	0	0	0	$ 2,282.00	0	No	No

Certifications
Certifications Pursuant to the Sarbanes-Oxley Act
Reports on Form 8-KNone

SIGNATURE

Pursuant to the requirements of Section 13 or 15(b) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED STATES ANTIMONY CORPORATION
(Registrant)

Date: August 21, 201 3	By: /s/ John C. Lawrence John C. Lawrence, Director and President (Principal Executive)
Date: August 21, 201 3	By: /s/ Daniel L. Parks Daniel L. Parks, Chief Financial Officer
Date: August 21, 201 3	By: /s/ Alicia Hill Alicia Hill, Controller

CERTIFICATIONS

I, John C. Lawrence, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United States Antimony Corporation.

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2013

By: /s/ John C. Lawrence
John C. Lawrence
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Daniel L. Parks, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United States Antimony Corporation.

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2013

By: /s/ Daniel L. Parks
Daniel L. Parks
Chief Financial Officer

EXHIBIT 31.3

CERTIFICATIONS

I, Alicia Hill, Controller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United States Antimony Corporation.

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2013

By: /s/ Alicia Hill
Alicia Hill
Controller

EXHIBIT 32.1

CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, John C. Lawrence, President, and Chief Executive Officer of United States Antimony Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

This Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2012, as filed with the Securities and Exchange Commission (the "report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 21, 2013

By: /s/ John C. Lawrence
John C. Lawrence
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Daniel L. Parks, Chief Financial Officer of United States Antimony Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

This Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2012, as filed with the Securities and Exchange Commission (the "report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 21, 2013

By: /s/ Daniel L. Parks
Daniel L. Parks
Chief Financial Officer

EXHIBIT 32.3

CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Alicia Hill, Controller of United States Antimony Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

This Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended September 30, 2012, as filed with the Securities and Exchange Commission (the "report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 21, 2013

By: /s/ Alicia Hill
Alicia Hill
Controller

Exhibit 95

UNITED STATES ANTIMONY CORPORATION
POST OFFICE BOX 643
THOMPSON FALLS, MONTANA 59873-0643
406-827-3523
406-827-3543 FAX
tfl3543@blackfoot.net E-MAIL

Exhibit 95 Mine Safety Disclosures

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the nine month period ended September 30, 2012, the Company had no material specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to the Company's United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act.

Mine	Mine Act §104 Violations (1)	Mine Act §104(b) Orders (2)	Mine Act §104(d) Citations and Orders (3)	Mine Act §(b) (2) Violations (4)	Mine Act §107(a) Orders (5)	Proposed Assessments from MSHA (In dollars$)	Mining Related Fatalities	Mine Act §104(e) Notice (yes/no) (6)	Pending Legal Action before Federal Mine Saftey and Health Review Commission (yes/no)
Bear River Zeolite	0	0	0	0	0	$2,282.00	0	No	No