

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q/A

Quarterly report pursuant to sections 13 or 15(d) [amend]

Filing Date: **2009-01-26** | Period of Report: **2008-09-16**
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FILER

Bonanza Goldfield Corp.

CIK: **1439264** | IRS No.: **262723015** | State of Incorporation: **NV** | Fiscal Year End: **0630**
Type: **10-Q/A** | Act: **34** | File No.: **333-152273** | Film No.: **09544485**
SIC: **1000** Metal mining

Mailing Address
736 E. BRAEBURN DR.
PHOENIX AZ 85022

Business Address
736 E. BRAEBURN DR.
PHOENIX AZ 85022
602-488-4958

U.S. 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: **September 16, 2008**
or

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

For the transition period from: _____ to _____

Bonanza Goldfields Corp.

(Name of small business issuer as specified in its charter)

Nevada
State of Incorporation

333-137170
Commission File No.

26-2723015
IRS Employer Identification No.

736 East Braeburn Drive, Phoenix, AZ 85022
(Address of principal executive offices)

(602) 488-4958
(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act:
None

Securities registered under Section 12(g) of the Exchange Act:
Common Stock, \$0.001 par value per share
(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-Accelerated filer Small Business Issuer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No
Transitional Small Business Disclosure Format (check one): Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding at August 10, 2008

Common stock, \$0.0001 par value

10,300,000

EXPLANATORY NOTE

The Amended Quarterly Report on Form 10-Q/A is being filed for the following purpose; Upon reviewing Rule 12b-2 of the Exchange Act and in SEC Release 33-8587, management determined that Bonanza Goldfields Corp., at the time of this report, would fall under the broad classification as a shell company and revised the recital to this filing to reflect this adjustment. Based on current progress of implementing our business plan, management anticipates that this classification will no longer apply by our annual report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: January 23, 2009

BONANZA GOLDFIELDS CORP.

Registrant

By: /s/ CHRIS TOMKINSON

Chris Tomkinson

Chairman, Chief Executive Officer (Principle Executive
Officer, Principle Financial Officer)

