

MINERA ANDES INC /WA  
Form 6-K  
October 28, 2008

**Securities and Exchange Commission**

**Washington, D.C. 20549**

**Form 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of the**

**Securities Exchange Act of 1934**

For the Month of October 2008

Commission File Number 000-22731

**Minera Andes Inc.**

(Translation of registrant's name into English)

**111 E. Magnesium Road, Suite A**

**Spokane, Washington 99208**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

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Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

Minera Andes Inc.

Suite A, 111 East Magnesium Road

Spokane, Washington

99208

**Item 2 Date of Material Change**

The material change occurred on October 23, 2008.

**Item 3 News Release**

News Release was released to CNW Group, CNW News Wire Ltd., Vancouver, British Columbia, on October 24, 2008.

**Item 4 Summary of Material Change**

Minera Andes Inc. (the Corporation or Minera Andes ) is pleased to report that a technical report in support of a resource estimate for Minera Andes Los Azules copper project in Argentina has been filed in accordance with National Instrument 43-101 and is available at [www.sedar.com](http://www.sedar.com).

**Item 5.1 Full Description of Material Change**

Please refer to the news release of the Corporation dated October 24, 2008 attached hereto as Schedule A .

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7 Omitted Information**

Not applicable

**Item 8 Executive Officer**

The name of the executive officer of the Corporation who is knowledgeable about the material change and this report and who can be contacted is Allen Ambrose, President, and Chairman at (509) 921-7322.

**Item 9 Date of Report**

October 28, 2008

**SCHEDULE A**

**TSX: MAI**

**NEWS RELEASE  
MINERA ANDES FILES TECHNICAL REPORT CONFIRMING**

**NASD-OTCBB: MNEAF**

**LARGE COPPER RESOURCE AT LOS AZULES**

SPOKANE, WA October 24, 2008 Minera Andes Inc. (TSX: MAI and US OTC: MNEAF) is pleased to report that a technical report in support of a resource estimate for Minera Andes Los Azules copper project in Argentina has been filed in accordance with National Instrument 43-101. andis available at [www.sedar.com](http://www.sedar.com).

The new technical report, by Minera Andes independent consultant Donald B. Tschabrun, MAusIMM, of Tetra Tech in conjunction with Robert Sim, P.Geo., an independent qualified person as defined by NI 43-101 and Bruce Davis, FAusIMM, is entitled Los Azules Copper Project San Juan Province, Argentina, NI-43-101 Technical Report, and summarized in a Minera Andes news release dated September 8, 2008.

The report supports the independent resource estimate showing an inferred resource at Los Azules of 922 million tonnes, grading 0.55 percent copper, containing 11.2 billion pounds at 0.35 percent total copper ( CuT ) cutoff. This resource occupies an area approximately 3.7 km by 1 km in size and contains a high-grade near surface copper core in the north (see maps in Sept. 8, 2008 news release).

Mr. Allen Ambrose, president of Minera Andes, an appropriately Qualified Person as defined by NI 43-101 for the Los Azules project, has reviewed and approved the content of this press release.

Minera Andes is a gold, silver and copper exploration company working in Argentina. The Company holds about 304,000 acres of mineral exploration land in Argentina including the 49% owned producing San José silver/gold mine. In addition to exploring the Los Azules copper project in San Juan province other exploration properties, primarily silver and gold, are being evaluated in southern Argentina. The Corporation presently has 189,621,935 shares issued and outstanding.

This news is submitted by Allen V. Ambrose, President and Director of Minera Andes Inc.

For further information, please contact: Art Johnson at the Spokane office, or Krister A. Kottmeier, investor relations Canada, at the Vancouver office. Visit our Web site: [www.minandes.com](http://www.minandes.com).

Spokane Office

Vancouver Office

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Spokane, WA 99208 USA

Vancouver, B.C. V6C 1V5

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E-mail: [info@minandes.com](mailto:info@minandes.com)

E-mail: [ircanada@minandes.com](mailto:ircanada@minandes.com)

**Caution Concerning Forward-Looking Statements:**

*This press release contains certain forward-looking statements, including, but not limited to, the statements regarding the Company's strategic plans, evolution of mineral resources and reserves, work programs, development plans and exploration budgets. The forward-looking statements express, as at the date of this press release, the Company's plans, estimates, forecasts, projections, expectations or beliefs as to future events and results. Forward-looking statements involve a number of risks and uncertainties, and there can be no*

*assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements. Risks and uncertainties that could cause results or future events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to, factors associated with fluctuations in the market price of base metals, mining industry risks, risks associated with foreign operations, the state of the capital markets, environmental risks and hazards, uncertainty as to calculation of mineral reserves, and other risks. Reference is made to the risk factors and uncertainties described in the Company's continuous disclosure record, a copy of which is available under the Company's profile at [www.sedar.com](http://www.sedar.com).*

**Cautionary Note to U.S. Investors:**

*The United States Securities and Exchange Commission (the "SEC") permits mining companies, in their filings with the SEC, to disclose only those mineral deposits with "mineral reserves" that a company can economically and legally extract or produce. We use certain terms in this press release, such as "mineral resources", that the SEC guidelines strictly prohibit us from including in our filings with the SEC.*

**CONSENT of AUTHOR**

TO: British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
New Brunswick Securities Commission  
Securities Commission of Newfoundland & Labrador  
Nova Scotia Securities Commission  
Registrar of Securities, Prince Edward Island  
Government of Northwest Territories, Department of Justice, Securities Registry  
Nunavut Legal Registries  
Registrar of Securities, Government of the Yukon Territory

I, Bruce Davis, do hereby consent to the filing, with the regulatory authorities referred to above, of the technical report titled "Los Azules Copper Project, San Juan Province, Argentina", dated September 26, 2008 (the **Technical Report**) and to extracts from, or a summary of, the Technical Report by Minera Andes Inc. in its news release dated October 24, 2008 (the **Written Disclosure**).

I hereby confirm that I have read the Written Disclosure and the Written Disclosure fairly and accurately represents the information in the Technical Report that supports the Written Disclosure.

Dated this 27<sup>th</sup> Day of October, 2008

Bruce M. Davis, FAusIMM

**Donald B. Tschabrun**

Tetra Tech, Inc.

350 Indiana Street, Suite 500

Golden, Colorado 80401

USA

Telephone: 303-217-5700

Email: don.tschabrun@tetrattech.com

**CONSENT OF AUTHOR**

**TO:** Securities Regulatory Authority  
Alberta Securities Commission  
British Columbia Securities Commission  
Nova Scotia Securities Commission  
Ontario Securities Commission  
Saskatchewan Financial Services Commission

I, Donald B. Tschabrun, do hereby consent to the filing of the written disclosure of the technical report titled "Los Azules Copper Project, San Juan Province, Argentina, NI 43-101 Technical Report" dated September 26, 2008 (the "Technical Report") and to extracts from, or a summary of, the Technical Report by Minera Andes, Inc. in the news release dated October 24, 2008, and to the filing of the Technical Report with the securities regulatory authorities referred to above.

I also certify that I have read the written disclosure being filed and the written disclosure fairly and accurately represents the information in the Technical Report that supports the written disclosure.

Dated this 24<sup>th</sup> Day of October 2008.

/s/ Donald B. Tschabrun

Donald B. Tschabrun, MAusIMM 225119

Tetra Tech 350 Indiana Street, Suite 500, Golden, CO 80401 Tel 303.217.5700 Fax 303.217.5705 www.tetrattech.com



**CONSENT of AUTHOR**

TO: British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
The Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
New Brunswick Securities Commission  
Securities Commission of Newfoundland & Labrador  
Nova Scotia Securities Commission  
Registrar of Securities, Prince Edward Island  
Government of Northwest Territories, Department of Justice, Securities Registry  
Nunavut Legal Registries  
Registrar of Securities, Government of the Yukon Territory

I, Robert Sim, P. Geo., do hereby consent to the filing, with the regulatory authorities referred to above, of the technical report titled Los Azules Copper Project, San Juan Province, Argentina, dated September 26, 2008 (the **Technical Report**) and to extracts from, or a summary of, the Technical Report by Minera Andes Inc. in its news release dated October 24, 2008 (the **Written Disclosure**).

I hereby confirm that I have read the Written Disclosure and the Written Disclosure fairly and accurately represents the information in the Technical Report that supports the Written Disclosure.

Dated this 27<sup>th</sup> Day of October, 2008

Robert Sim, P. Geo.

**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, thereunto duly authorized.

**MINERA ANDES INC.**

By: /s/ Allen V. Ambrose  
Allen V. Ambrose, President and Chairman

Dated: October 28, 2008