

MINERA ANDES INC /WA  
Form 6-K  
July 31, 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 July 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 July 29, 2008.

**Item 3 News Release**

News Release was released to CNW Group, CNW News Wire Ltd., Vancouver, British Columbia, on July 29, 2008.

**Item 4 Summary of Material Change**

Minera Andes Inc. (the Corporation or Minera Andes ) announced that Richard P. Clark, president and CEO of Red Back Mining Inc., a Lundin Group company, of Vancouver, B.C., has joined the board of directors of the Corporation. His appointment represents an expansion of the board to seven members.

**Item 5.1 Full Description of Material Change**

The Corporation announced that Richard P. Clark, president and CEO of Red Back Mining Inc., a Lundin Group company, of Vancouver, B.C., has joined the board of directors of the Corporation. His appointment represents an expansion of the board to seven members.

Mr. Clark is a mining professional with more than 20 years experience. Mr. Clark is a mining lawyer who has wide ranging business experience in the mining sector from managing exploration companies to developing mines into emerging mid-tier producing companies with projects Latin America and Africa. Mr. Clark has grown Red Back Mining Inc. from a market capitalization of \$40 million to over \$1.5 billion.

**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**

July 29, 2008

TSX: MAI

NEWS RELEASE  
MINERA ANDES WELCOMES

NASD-OTCBB: MNEAF

**LUNDIN GROUP MINING EXECUTIVE TO BOARD**

**SPOKANE, WA July 29, 2008** Minera Andes Inc. (TSX: MAI and US OTC: MNEAF) is pleased to announce that Richard P. Clark, president and CEO of Red Back Mining Inc, a Lundin Group company, of Vancouver, B.C., has joined the board of directors of Minera Andes Inc. His appointment represents an expansion of the board to seven members.

It is a pleasure to welcome Rick to the Minera Andes board, said Allen V. Ambrose, president. He has the background in South American mining, project finance and development that compliments our plan to grow the Company. As Minera Andes completes its first year of production and cash flow from its San José gold/silver mine in Argentina, and pursues its major copper opportunity at Los Azules, Rick's professional skills are a welcome addition to our board.

A mining professional with more than 20 years experience, Mr. Clark is a mining lawyer who has wide ranging business experience in the mining sector from managing exploration companies to developing mines into emerging mid-tier producing companies with projects Latin America and Africa. Mr. Clark has grown Red Back from a market capitalization of \$40 million to over \$1.5 billion.

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 San José silver/gold mine that has commenced production last year. Minera Andes is also exploring the Los Azules copper project in San Juan province, where an exploration program is underway to define a resource and scoping study. Other exploration properties, primarily silver and gold, are being evaluated in southern Argentina. The Corporation presently has 189,456,935 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).

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*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).*

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### *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.*

**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: July 29, 2008