Pershing Gold Corp. Form 3 May 09, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Pershing Gold Corp. [PGLC] DONALD SMITH & CO., (Month/Day/Year) 05/09/2016 INC. (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 152 W. 57TH STREET, 22ND (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group __X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person NEW YORK, NYÂ 10019 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Owned by 2 affiliates - Donald Smith Value Fund and Donald I Pershing Gold Corp 3,350,000 and Paula Smith Family Foundation Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

information contained in this form are not required to respond unless the form displays a

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1. Title of Derivative Security (Instr. 4)	2. Date Exerci Expiration Dat (Month/Day/Year) Date Exercisable		3. Title and A Securities Un Derivative Se (Instr. 4)	derlying	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Pershing Gold Corp Warrants (Strike \$4.35)	09/28/2016	03/28/2019	Pershing Gold Corp Warrants (Strike \$4.35)	925,000	\$ 4.35	(Instr. 5)	Owned by an affiliate - Donald Smith Value Fund

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
DONALD SMITH & CO., INC.						
152 W. 57TH STREET	Â	ÂΧ	â	Â		
22ND FLOOR	A	АЛ	A	A		
NEW YORK, NY 10019						

Signatures

Ann Hogan 05/09/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Remarks:

Donald Smith & Co., Inc. does not hold any PGLC. Â It is owned by 2 affiliated entities:Â Â Don

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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