

TAFT DAVID A
Form 4
December 18, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
IBS CAPITAL LLC

(Last) (First) (Middle)

ONE INTERNATIONAL PLACE, SUITE 3120

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Applied Minerals, Inc. [AMNL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title Underlying (Instr. 3) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V (A) (D) | Date Exercisable | Expiration Date | Title |
|--|------------------------------------|------------------|--------------------|-----------------------------------|-------------------------------|--------------------|----------------------------|
| Warrant (right to buy) | \$ 0.1 | 12/14/2017 | P | 601,060 | 12/14/2017 | 12/14/2022 | Comm Stoc |
| Warrant (right to buy) | \$ 0.1 | 12/14/2017 | P | 299,317 | 12/14/2017 | 12/14/2022 | Comm Stoc |
| Warrant (right to buy) | \$ 0.1 | 12/14/2017 | P | 58,401 | 12/14/2017 | 12/14/2022 | Comm Stoc |
| PIK - Election Convertible Note due 2018 | \$ 0.83 | 12/14/2017 | D | | \$ 2,575,534 <u>(6)</u> | <u>(2)(3)</u> | 11/03/2018 Comm Stoc |
| PIK - Election Convertible Note due 2018 | \$ 0.83 | 12/14/2017 | D | | \$ 1,282,568 <u>(6)</u> | <u>(2)(3)</u> | 11/03/2018 Comm Stoc |
| PIK - Election Convertible Note due 2018 | \$ 0.83 | 12/14/2017 | D | | \$ 250,248 <u>(6)</u> | <u>(2)(3)</u> | 11/03/2018 Comm Stoc |
| PIK - Election Convertible Note due 2023 | \$ 0.4 | 12/14/2017 | J | \$ 2,575,534 | <u>(2)(3)</u> | 05/03/2023 | Comm Stoc |
| PIK - Election Convertible Note due 2023 | \$ 0.4 | 12/14/2017 | J | \$ 1,282,568 | <u>(2)(3)</u> | 05/03/2023 | Comm Stoc |
| PIK - Election Convertible Note due 2023 | \$ 0.4 | 12/14/2017 | J | \$ 250,248 | <u>(2)(3)</u> | 05/03/2023 | Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| IBS CAPITAL LLC ONE INTERNATIONAL PLACE SUITE 3120 BOSTON, MA 02110 | | X | | |
| IBS TURNAROUND FUND (QP) (A LTD PARTNERSHIP) ONE INTERNATIONAL PLACE SUITE 3120 BOSTON, MA 02110 | | X | | |
| TAFT DAVID A ONE INTERNATIONAL PLACE SUITE 3120 BOSTON, MA 02110 | | X | | |

Signatures

| | |
|--|------------|
| /s/ David A. Taft, President of IBS Capital LLC | 12/18/2017 |
| __Signature of Reporting Person | Date |
| /s/ David A. Taft, President of IBS Capital LLC, the general partner of The IBS Turnaround Fund (QP) (A Limited Partnership) | 12/18/2017 |
| __Signature of Reporting Person | Date |
| /s/ David A. Taft | 12/18/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

This Form 4 is being filed on behalf of IBS Capital LLC ("IBS Capital"), The IBS Turnaround Fund (QP) (A Limited Partnership) (the "QP Fund"), The IBS Turnaround Fund, L.P. (the "LP Fund"), The IBS Opportunity Fund, Ltd., (the "Opportunity Fund"), and David A. Taft ("Taft") (IBS Capital, the QP Fund, the LP Fund, the Opportunity Fund and Taft are each a "Reporting Person" and collectively the (1) "Reporting Persons"), each of which has the same business address and may have a pecuniary interest in the securities reported herein. IBS Capital is the general partner of QP Fund and LP Fund. IBS Capital is the investment manager of the Opportunity Fund. The QP Fund, the LP Fund and the Opportunity Fund are hereinafter referred to as the "IBS Capital Funds". Taft is the president and a member of IBS Capital.

Each of the QP Fund, the LP Fund and the Opportunity Fund is the direct holder of a PIK Convertible Note issued by Applied Minerals, Inc. (the "Issuer") and due in 2018 (each, a "Series A Note"), pursuant to transactions previously reported on Form 4. As of December 14, (2) 2017 (the "Transaction Date"), the QP Fund is the holder of Series A Notes in the principal amount of \$2,575,534. The LP Fund is the holder of Series A Notes in the principal amount of \$1,282,568. The Opportunity Fund is the holder of Series A Notes in the principal amount of \$250,248.

(3) A majority of the holders of the Series A Notes voted to extend (the "Extension") the maturity date of the Series A Notes from November 3, 2018 to May 1, 2023, such Extension to be effective as of December 14, 2017 (The "Transaction Date"). The Series A Notes were initially issued on, and were exercisable from, November 4, 2014. In connection the Extension, the conversion price of the Series A Notes was reduced from \$0.83 to \$0.40 as of the Transaction Date. Following the reduction of the conversion price: (i) the Series A Notes held by the QP Fund are convertible into 6,438,834 shares of the Issuer's Common Stock ("Shares"); (ii) the Series A Notes held by the LP

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Fund are convertible into 3,206,419 Shares; and (iii) the Series A Notes held by the Opportunity Fund are convertible into 625,619 Shares. Pursuant to SEC guidance, the amendment to the Series A Notes is reported on this Form 4 as though the pre- Extension Series A Notes were cancelled and replaced with new Series A Notes.

- In connection with the Extension, on the Transaction Date the Issuer issued warrants (the "Warrants") representing the right to purchase Shares at an exercise price of \$0.10 per Share, in the following amounts: (i) 299,317 Warrants issued to the LP Fund; (ii) 601,060
- (4) Warrants issued to the QP Fund; and (iii) 58,401 Warrants issued to the Opportunity Fund. The Warrants are each exercisable as of the Transaction Date and have an expiration date that is five years following the Transaction Date.
- (5) The Reporting Persons each disclaim any beneficial ownership of the securities except to the extent of any pecuniary interest.
- (6) Amount includes an additional \$49,607 in principal amount representing PIK interest received.

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.