

POHLY ROBERT
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 *
SAMLYN CAPITAL, LLC

(Last) (First) (Middle)

500 PARK AVENUE, 2ND FLOOR,

(Street)

NEW YORK, NY 10022

(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.

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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 (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3)
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	Price of Derivative Security	(Month/Day/Year)	Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	\$ 0.1 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		2,062,909		<u>(9)</u>	12/14/2022	CO S
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	\$ 0.1 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		0		<u>(9)</u>	12/14/2022	CO S
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	\$ 0.1 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		1,101,062		<u>(9)</u>	12/14/2022	CO S
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	\$ 0.1 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		0		<u>(9)</u>	12/14/2022	CO S
SERIES A CONVERTIBLE NOTE	\$ 0.4 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		1		<u>(10)</u>	05/01/2023	CO S
SERIES A CONVERTIBLE NOTE	\$ 0.4 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		0		<u>(10)</u>	05/01/2023	CO S
SERIES A CONVERTIBLE NOTE	\$ 0.4 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		1		<u>(10)</u>	05/01/2023	CO S
SERIES A CONVERTIBLE NOTE	\$ 0.4 ⁽¹⁾ <u>(2) (3) (4)</u>	12/14/2017	<u>J(1)(2)(3)(4)</u>		0		<u>(10)</u>	05/01/2023	CO S

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMLYN CAPITAL, LLC 500 PARK AVENUE, 2ND FLOOR		X		

NEW YORK, NY 10022

Samlyn Partners, LLC
 C/O SAMLYN CAPITAL, LLC X
 500 PARK AVENUE, 2ND FLOOR
 NEW YORK, NY 10022

SAMLYN ONSHORE FUND, LP
 C/O SAMLYN CAPITAL, LLC X
 500 PARK AVENUE, 2ND FLOOR
 NEW YORK, NY 10022

Samlyn Offshore Master Fund, Ltd.
 C/O INTERTRUST CORP SVCS (CAYMAN) LTD X
 190 ELGIN AVENUE, GEORGE TOWN
 GRAND CAYMAN, E9 KY1-9007

POHLY ROBERT
 C/O SAMLYN CAPITAL, LLC X
 500 PARK AVENUE, 2ND FLOOR
 NEW YORK, NY 10022

Signatures

Samlyn Capital, LLC, By: Samlyn, LP, its sole member, By: Samlyn GP, LLC, its general partner, By: /s/ Robert Pohly, Managing Member 12/18/2017

__Signature of Reporting Person Date

Samlyn Partners, LLC, By: /s/ Robert Pohly, Managing Member 12/18/2017

__Signature of Reporting Person Date

Samlyn Onshore Fund, LP, By: Samlyn Partners, LLC, its general partner, By: /s/ Robert Pohly, Managing Member 12/18/2017

__Signature of Reporting Person Date

Samlyn Offshore Master Fund, Ltd., By: /s/ Robert Pohly, Director 12/18/2017

__Signature of Reporting Person Date

Robert Pohly, By: /s/ Robert Pohly 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).

- On November 4, 2014, Applied Minerals, Inc. (the "Issuer") issued to Samlyn Onshore Fund, LP, a Delaware limited partnership ("Samlyn Onshore Fund"), a 10% PIK-Election Convertible Note in the principal amount of \$3,480,000 (the "Onshore Convertible Note") and issued to Samlyn Offshore Master Fund, Ltd., a Cayman Islands corporation ("Samlyn Offshore Master Fund"), a 10% PIK-Election Convertible Note in the principal amount of \$6,520,000 (the "Offshore Convertible Note", and together with the Onshore Convertible Note, the "Series A Notes"). The Convertible Notes were each issued with an original issue discount pursuant to which Samlyn Onshore Fund paid \$2,088,000 for the Onshore Convertible Note and Samlyn Offshore Master Fund paid \$3,912,000 for the Offshore Convertible Note.
- (1)
- (2) (Continued from Footnote 1) The holders of the Convertible Notes were able to immediately convert, in whole or in part, the outstanding balance of such Series A Notes, plus all accrued but unpaid interest on such Series A Notes into shares of the Issuer's common stock (the "Shares") at a price per share of \$0.92, subject to certain anti-dilution adjustments described in the Series A Notes. On May 12, 2017, the Issuer entered into an agreement (the "Series A Agreement") with the holders of Series A Notes of the Issuer (including Samlyn Onshore Fund and Samlyn Offshore Master Fund) whereby (i) the maturity of the Series A Notes would be extended from November 3,

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2018 to May 1, 2023, without regard to the volume weighted average price of the Shares, and (ii) the interest rate on the Series A Notes would be reduced from 10% to 3% per annum.

(Continued from Footnote 2) As consideration for such extension, the conversion price of the Series A Notes would be reduced from \$0.83 to \$0.40 and the Issuer would issue warrants to purchase Shares exercisable at \$0.10 per share and with a term of five years (the "Warrants"). As a result, the Issuer would have to reserve additional Shares for issuance on the conversion of the Series A Notes into Shares and for issuance on the exercise of the Warrants. The holders of the Series A Notes conditioned the effectiveness of the Series A Agreement on the Issuer amending its Certificate of Incorporation to increase its number of Shares by at least enough Shares to reserve the Shares required to be reserved under the Series A Agreement. At the Issuer's Annual Meeting of Shareholders held on December 7, 2017, the stockholders of the Issuer approved the amendment to the Issuer's Certificate of Incorporation to increase the number of authorized Shares.

- (3)

(Continued from Footnote 3) Accordingly, the Series A Agreement became effective as of December 14, 2017. The foregoing description is not, and does not purport to be, complete, and is qualified in its entirety by reference to the full text of the Series A Agreement, which was filed as Exhibit 10.2 to the Form 8-K/A filed with the Securities and Exchange Commission by the Issuer on October 4, 2017.

- (4)

- (5) The reported securities are directly owned by Samlyn Offshore Master Fund.

The reported securities are directly owned by Samlyn Offshore Master Fund, and may be deemed to be indirectly beneficially owned by Samlyn Capital, LLC ("Samlyn Capital"), as the investment manager of Samlyn Offshore Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Robert Pohly as the principal of Samlyn Capital and Director of Samlyn Offshore Master Fund. Samlyn Capital and Robert Pohly disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

- (6)

- (7) The reported securities are directly owned by Samlyn Onshore Fund.

The reported securities are directly owned by Samlyn Onshore Fund, and may be deemed to be indirectly beneficially owned by (i) Samlyn Capital, as the investment manager of Samlyn Onshore Fund, and (ii) Samlyn Partners, LLC ("Samlyn Partners"), as the general partner of Samlyn Onshore Fund. The reported securities may also be deemed to be indirectly beneficially owned by Robert Pohly as the principal of Samlyn Capital and Managing Member of Samlyn Partners. Samlyn Capital, Samlyn Partners and Robert Pohly disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that any of them are the beneficial owners of the securities for purposes of Section 16 of the Exchange Act or for any other purpose.

- (8)

- (9) The Warrants are currently exercisable.

- (10) The Series A Notes are currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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