

POLYMET MINING CORP
Form S-8 POS
May 01, 2014

As filed with the Securities and Exchange Commission on May 1, 2014

Registration File No. 333-192208

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO**

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

POLYMET MINING CORP.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

First Canadian Place
100 King Street West, Suite 5700
Toronto, ON, Canada

M5X 1C7
(Zip Code)

(Address of Principal Executive Offices)

**PolyMet Mining Corp. 2007 Omnibus Share
Compensation Plan**
(Full title of the plan)

Douglas J. Newby
Poly Met Mining, Inc.
444 Cedar Street, Suite 2060
St. Paul, Minnesota 55101
Telephone: (651) 389-4100

(Name and Address of Agent for Service)

with a copy to:

Henry I. Rothman, Esq.
Troutman Sanders, LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
(212) 704-6000

EXPLANATORY NOTE

On November 8, 2013, PolyMet Mining Corp. (the Company), filed a Registration Statement on Form S-8 (Registration No. 333-192208) with the Securities and Exchange Commission (the Original Registration Statement). Pursuant to the undertakings contained in Part II, Item 9 of the Original Registration Statement, the Company is filing this Post-Effective Amendment No. 1 (this Amendment) for the sole purpose of updating Exhibit 23.1 of the Original Registration Statement to incorporate by reference the audit report of PricewaterhouseCoopers LLP dated April 25, 2014 with respect to the Company s consolidated financial statements for the fiscal year ended January 31, 2014. This Amendment does not modify any provision of Part I or Part II of the Original Registration Statement other than Exhibit 23.1 as set forth below and filed herewith.

No additional shares of the Company s common stock are being registered pursuant to this Amendment and the registration fees for the shares of the Company s common shares to which the Original Registration Statement and this Amendment apply were paid at the time of filing the Original Registration Statement. Therefore, no additional registration fees are required.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits.

See Exhibit Index immediately preceding the Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Toronto, Ontario, Canada, on May 1, 2014.

POLYMET MINING CORP.

By: /s/ Douglas J. Newby
 Name: Douglas J. Newby
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------|
| /s/ Jonathan C. Cherry Jonathan C. Cherry | President, Chief Executive Officer and Director (Principal Executive Officer) | May 1, 2014 |
| /s/ Douglas J. Newby Douglas J. Newby | Chief Financial Officer (Principal Financial and Accounting Officer) | May 1, 2014 |
| * W. Ian L. Forrest | Chairman of the Board of Directors and Director | May 1, 2014 |
| * Frank Sims | Director | May 1, 2014 |
| * William Murray | Director | May 1, 2014 |
| * David Dreisinger | Director | May 1, 2014 |
| * Stephen Rowland | Director | May 1, 2014 |
| * Alan R. Hodnik | Director | May 1, 2014 |
| * Michael M. Sill | Director | May 1, 2014 |

* By: /s/ Douglas J. Newby
 Douglas J. Newby
 Attorney-in-fact
 May 1, 2014

EXHIBIT INDEX

Exhibit
Number

23.1 Consent of Independent Auditors *

*Filed herewith
