

NORTH AMERICAN PALLADIUM LTD

Form S-8 POS

January 26, 2016

As filed with the Securities and Exchange Commission on January 26, 2016

Registration No. 333-13766

**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**

**NORTH AMERICAN PALLADIUM LTD.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Canada**  
**(Jurisdiction of Incorporation)**

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

**1 University Avenue**

**Suite 402**

**Toronto, Ontario**

**Canada M5J 2P1**

**(Address of Registrant's Principal Executive Offices)**

**North American Palladium Ltd. 1995 Corporate Stock Option Plan**

**(Full Title of Plan)**

**CT Corporation System**

**111 Eighth Avenue**

**New York, New York 10011**

**(212) 894-8940**

**(Name, Address and Telephone Number of Agent for Service)**

**Copies to:**

**Riccardo Leofanti, Esq.**

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**Toronto, Ontario M5K 1J5**

**Toronto, Ontario M5L 1B9**

**(416) 777-4700**

**(416) 869-5506**

**EXPLANATORY NOTE DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-13766) of North American Palladium Ltd. (the Registrant ) initially filed with the Securities and Exchange Commission on July 31, 2001 (as amended, the Registration Statement ), which registered the offer and sale of up to 500,000 of the Registrant s common shares, no par value, to be issued to participants under the Registrant s 1995 Corporate Stock Option Plan (the Plan ). This Post-Effective Amendment No. 1 is being filed for the purpose of deregistering, as of the effective date of this Post-Effective Amendment No. 1, any remaining securities registered, but not sold, under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada on January 26, 2016.

**NORTH AMERICAN PALLADIUM LTD.**

By: /s/ Jim Gallagher  
Name: Jim Gallagher  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on January 26, 2016.

Signature	Title
/s/ Jim Gallagher	President and Chief Executive Officer
Jim Gallagher	
/s/ Timothy J. Hill	Interim Chief Financial Officer
Timothy J. Hill	
/s/ J. Peter Gordon	Chairman, Director
J. Peter Gordon	
/s/ David Nowak	Director
David Nowak	
/s/ John W. Jentz	Director
John W. Jentz	
/s/ Dean Chambers	Director
Dean Chambers	
/s/ Greg Fauquier	Director
Greg Fauquier	

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**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned certifies that it is the duly authorized United States representative of the Registrant and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on behalf of it by the undersigned, thereunto duly authorized, in the City of New York on January 26, 2016.

CT CORPORATION SYSTEM

(Authorized U.S. Representative)

By: /s/ Ausha Arnold

Name: Ausha Arnold

Title: Asst. Secretary

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