

NORTH AMERICAN PALLADIUM LTD  
Form 40-F/A  
September 21, 2009

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### Amendment No. 1 to FORM 40-F

o REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES  
EXCHANGE ACT OF 1934

ý ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

Commission File Number: 1-15142

### North American Palladium Ltd.

*(Exact name of Registrant as specified in its charter)*

<b>Canada</b> <i>(Province or other Jurisdiction of Incorporation or Organization)</i>	<b>1000</b> <i>(Primary Standard Industrial Classification Code Number)</i> <b>130 Adelaide Street West Suite 2116, Toronto, Ontario M5H 3P5 (416) 360-7590</b>	<b>Not Applicable</b> <i>(I.R.S. Employer Identification No.)</i>
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*(Address and telephone number of Registrant's principal executive offices)*

**CT Corporation System  
111 Eighth Avenue  
New York, NY 10011  
(212) 894-8940**

*(Name, address (including zip code) and telephone number  
(including area code) of agent for service in the United States)*

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Shares, No Par Value</b>	<b>NYSE Amex</b>
<b>Common Share Purchase Warrants, No Par Value</b>	<b>NYSE Amex</b>

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**None**

For annual reports, indicate by check mark the information filed with this Form:

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Annual information form

Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**The Registrant had 85,158,975 Common Shares outstanding as at December 31, 2008**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such rule.

Yes  82-\_\_\_\_\_

No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

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**EXPLANATORY NOTE**

This Amendment No. 1 to Form 40-F ("Amendment No. 1") is being filed for the sole purpose of incorporating this Annual Report on Form 40-F, as amended, into the registration statement of the Registrant on Form S-8 (File No. 333-13766) and the registration statements of the Registrant on Form F-10 (File Nos. 333-133668; 333-134764; 333-136317; 333-137822; 333-139137; 333-140478; 333-141902; 333-143528; 333-145210; 333-146513; 333-147126; and 333-158082).

No attempt has been made in this Amendment No. 1 to modify or update disclosures presented in the Annual Report on Form 40-F. This Amendment No. 1 does not reflect events occurring after the filing of the Annual Report on Form 40-F on March 17, 2009. However, this Amendment No. 1 includes, as exhibits, new certifications by the Registrant's principal executive officer and principal financial officer as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended.

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**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

**A. Undertaking**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

**B. Consent to Service of Process**

The Registrant has previously filed with the SEC a Form F-X in connection with its common shares and common share purchase warrants.

**EXHIBITS**

The following exhibits are filed as part of this Annual Report:

<b>Number</b>	<b>Document</b>
1.1*	Annual Information Form for the year ended December 31, 2008
1.2*	Management's Discussion and Analysis of Operations and Financial Position for the year ended December 31, 2008
1.3*	Audited Consolidated Financial Statements for the year ended December 31, 2008, prepared in accordance with Canadian generally accepted accounting principles
1.4*	Supplementary Schedule of "Reconciliation to Accounting Principles Generally Accepted in the United States" in accordance with Item 18 of Form 20-F
1.5*	Report of KPMG LLP, independent registered public accounting firm for the Registrant on internal control over financial reporting
23.1*	Consent of KPMG LLP
23.2*	Consent of Scott Wilson Roscoe Postle Associates Inc.
23.3*	Consent of Deborah A. McCombe
23.4*	Consent of Ian T. Blakley
23.5*	Consent of Jason J. Cox
23.6*	Consent of Richard E. Routledge
23.7*	Consent of Scott Wilson Roscoe Postle Associates Inc.
23.8*	Consent of Fred H. Brown
23.9*	Consent of Laila Potvin
23.10*	Consent of David Penna
23.11*	Consent of Des Cullen
23.12*	Consent of Ian T. Blakley

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31.1 Certification of the CEO and CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1\* Certification of the CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\*  
Previously filed.

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**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this amendment to the annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**NORTH AMERICAN PALLADIUM LTD.**

Dated: September 21, 2009

By: /s/ WILLIAM J. BIGGAR

By: William J. Biggar  
Title: President and Chief  
Executive Officer, Director

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