

General Moly, Inc
Form 4
January 29, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pennington Robert Ira

(Last) (First) (Middle)

C/O GENERAL MOLY, INC., 1726
COLE BLVD., SUITE 115

(Street)

LAKEWOOD, CO 80401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
General Moly, Inc [GMO]

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 Indirect Beneficial Ownership (Instr. 4)
			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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
10% senior convertible promissory notes	<u>(1)</u>	01/28/2015 <u>(2)</u>	P		150,000		<u>(1)</u>	<u>(3)</u>	Common Stock	150,	
Common stock purchase warrants (right to buy)	\$ 1	01/28/2015 <u>(2)</u>	P		150,000		06/26/2015	12/26/2019	Common Stock	150,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pennington Robert Ira C/O GENERAL MOLY, INC. 1726 COLE BLVD., SUITE 115 LAKEWOOD, CO 80401			Chief Operating Officer	

Signatures

Jennifer A. D'Alessandro, as
attorney-in-fact

01/29/2015

____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).

(1) The notes are convertible at any time at the option of the holder into common stock of the issuer. The conversion price is equal to 80% of the greater of (i) the average volume weighted average price ("VWAP") for the 30 business day period ending on the business day prior to the date of notice of conversion, or (ii) the average VWAP for the 30 business day period ending on the original issue date of the notes; provided that in no event will the conversion price be less than \$0.32. The total number of shares of common stock into which the notes are convertible shall not exceed 100 shares of common stock for each \$100 principal amount converted, subject to adjustment for stock splits, dividends and combinations.

(2) On December 22, 2014, the issuer entered into definitive agreements for the private placement of units, each consisting of consisting of (i) one 10% senior convertible promissory note with an original principal amount of \$100 and (ii) 100 warrants, each exercisable to purchase one share of the Company's common stock, par value \$0.001 per share. The private placement closed on December 26, 2014. On January 28, 2015, the final legal condition to issuance of the shares of common stock underlying the notes and warrants was satisfied when the NYSE MKT approved the listing of such shares.

(3) The notes mature on December 26, 2019.

(4) The purchase price for each unit was \$100.

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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