POHLY ROBERT
Form 4
May 02, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
04/30/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Se (Instr. 3 and 4)

	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
STOCK OPTION (RIGHT TO PURCHASE COMMON STOCK)	$ 0.06	04/30/2018[(1)]		A		259,027		[(1)]	04/29/2023	COMMON STOCK
STOCK OPTION (RIGHT TO PURCHASE COMMON STOCK)	$ 0.06	04/30/2018[(1)]		A		0		[(1)]	04/29/2023	COMMON STOCK
STOCK OPTION (RIGHT TO PURCHASE COMMON STOCK)	$ 0.06	04/30/2018[(2)]		A		88,195		[(2)]	04/29/2023	COMMON STOCK
STOCK OPTION (RIGHT TO PURCHASE COMMON STOCK)	$ 0.06	04/30/2018[(2)]		A		0		[(2)]	04/29/2023	COMMON STOCK
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	$ 0.1							[(3)]	12/14/2022	COMMON STOCK
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	$ 0.1							[(3)]	12/14/2022	COMMON STOCK
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	$ 0.1							[(3)]	12/14/2022	COMMON STOCK
WARRANT (RIGHT TO PURCHASE COMMON STOCK)	$ 0.1							[(3)]	12/14/2022	COMMON STOCK

SERIES A CONVERTIBLE NOTE	$ 0.4		(6)	05/01/2023	COMMON STOCK
SERIES A CONVERTIBLE NOTE	$ 0.4		(6)	05/01/2023	COMMON STOCK
SERIES A CONVERTIBLE NOTE	$ 0.4		(6)	05/01/2023	COMMON STOCK
SERIES A CONVERTIBLE NOTE	$ 0.4		(6)	05/01/2023	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMLYN CAPITAL, LLC 500 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10022		X		
Samlyn Partners, LLC C/O SAMLYN CAPITAL, LLC 500 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10022		X		
SAMLYN ONSHORE FUND, LP C/O SAMLYN CAPITAL, LLC 500 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10022		X		
Samlyn Offshore Master Fund, Ltd. C/O INTERTRUST CORP SVCS (CAYMAN) LTD 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN, E9 KY1-9007		X		
POHLY ROBERT C/O SAMLYN CAPITAL, LLC 500 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10022		X		

Signatures

Samlyn Capital, LLC, By: /s/ Robert Pohly, Managing Member	05/02/2018
**Signature of Reporting Person	Date
Samlyn Partners, LLC, By:/s/ Robert Pohly, Managing Member	05/02/2018
**Signature of Reporting Person	Date
Samlyn Onshore Fund, LP, By:/s/ Robert Pohly, Managing Member	05/02/2018

**Signature of Reporting Person	Date
Samlyn Offshore Master Fund, Ltd., By: /s/ Robert Pohly, Managing Member	05/02/2018
**Signature of Reporting Person	Date
/s/ Robert Pohly	05/02/2018
**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) On April 30, 2018, the Issuer granted options to purchase 259,027 shares of the Issuer's common stock to Samlyn Offshore Master Fund, Ltd. ("Samlyn Offshore Master Fund") as compensation for Michael B. Barry's service as a member of the Issuer's board of directors (the "Board"). The stock options vest as follows: (i) 103,611 of the stock options vested on April 30, 2018; and (ii) 155,416 of the stock options will vest on July 1, 2018, unless earlier terminated due to the termination of Michael B. Barry's service as a member of the Board.

(2) On April 30, 2018, the Issuer granted options to purchase 88,195 shares of the Issuer's common stock to Samlyn Onshore Fund, LP ("Samlyn Onshore Fund") as compensation for Michael B. Barry's service as a member of the Board. The stock options vest as follows: (i) 35,278 of the stock options vested on April 30, 2018; and (ii) 52,917 of the stock options will vest on July 1, 2018, unless earlier terminated due to the termination of Michael B. Barry's service as a member of the Board.

(3) These warrants are currently exercisable.

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

(5) 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) This Series A Convertible Note is currently exercisable.

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

(8) 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.

(9) The principal amount of this Series A Convertible Note is $6,520,000. Each holder of a Series A Convertible Note is able to convert, in whole or in part, the outstanding balance of the Series A Convertible Note, plus all accrued but unpaid interest on the Series A Convertible Note, into shares of the Issuer's common stock at a price per share of $0.40, subject to certain anti-dilution adjustments described in the Series A Convertible Notes.

(10) The principal amount of this Series A Convertible Note is $3,480,000. Each holder of a Series A Convertible Note is able to convert, in whole or in part, the outstanding balance of the Series A Convertible Note, plus all accrued but unpaid interest on the Series A Convertible Note, into shares of the Issuer's common stock at a price per share of $0.40, subject to certain anti-dilution adjustments described in the Series A Convertible Notes.

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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