

LIGHTBRIDGE Corp
Form 3
February 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|-------------------------------------------|---------|----------|--------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â AWM Investment Company, Inc. | | | (Month/Day/Year) | LIGHTBRIDGE Corp [LTBR] | |
| (Last) | (First) | (Middle) | 02/10/2015 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 527 MADISON AVENUE,Â SUITE 2600 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10022 | | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 3,508,789 <u>(1)</u> <u>(2)</u> | I <u>(1)</u> <u>(2)</u> | By Limited Partnerships <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------|------------------|-----------------|--------------|------------------------------------------|----------|---------------------------------------|--------------------------------------------|
| Warrants | 07/23/2010 | 07/28/2017 | Common Stock | 454,546 ⁽¹⁾ <u>(2) (3)</u> | \$ 9 | I <u>(1) (2) (3)</u> | By Limited Partnerships <u>(1) (2) (3)</u> |
| Warrants | 04/25/2014 | 04/25/2021 | Common Stock | 571,428 ⁽¹⁾ <u>(2) (3)</u> | \$ 2.3 | I <u>(1) (2) (3)</u> | By Limited Partnerships <u>(1) (2) (3)</u> |
| Warrants | 05/17/2015 | 05/17/2022 | Common Stock | 2,734,590 <u>(1) (2) (4)</u> | \$ 2.31 | I <u>(1) (2)</u> | By Limited Partnerships <u>(1) (2) (4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AWM Investment Company, Inc. 527 MADISON AVENUE SUITE 2600 NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

Adam C. Stettner 02/10/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

AWM Investment Company, Inc., a Delaware corporation (AWM), is the investment adviser to Special Situations Fund III QP, L.P. (SSFQP), Special Situations Cayman Fund, L.P. (CAYMAN) and Special Situations Private Equity Fund, L.P. (SSPE and together with (1) SSFQP and CAYMAN, the Funds). As the investment adviser to the Funds, AWM holds sole voting and investment power over 2,130,044 shares of Common Stock of the Issuer (the Shares) and 2,336,680 Warrants held by SSFQP, 719,684 Shares and 788,961 Warrants held by CAYMAN and 659,061 Shares and 634,923 Warrants held by SSPE.

Austin W. Marxe (Marxe), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner) are the controlling principals of AWM. Marxe, Greenhouse and Stettner previously reported the Shares held by the Funds on Form 3. Accordingly, reference should be made to (2) Marxe, Greenhouse and Stettner (CIK #0001044321) for any prior filings with the Securities and Exchange Commission relating to the Shares and Warrants held by each of the Funds. The reporting person disclaims beneficial ownership of the Shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The warrants described above may be exercised to the extent that the total number of shares of Common Stock then beneficially owned (3) does not exceed 4.99% of the outstanding shares. The holder may request an increase of up to 9.99% of the outstanding shares, effective on the 61st day after notice is given to the Company.

The warrants described above may be exercised to the extent that the total number of shares of Common Stock then beneficially owned (4) does not exceed 4.99% of the outstanding shares. The holder may request an increase of up to 19.99% of the outstanding shares, effective on the 61st day after notice is given to the Company.

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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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