

Intrepid Potash, Inc.
Form SC 13D/A
November 13, 2013

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 11)***

INTREPID POTASH, INC.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

46121Y102

(CUSIP Number)

Hugh E. Harvey, Jr.

Executive Vice Chairman of the Board

Intrepid Potash, Inc.

707 17th Street, Suite 4200

Denver, Colorado 80202

(303) 296-3006

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 8, 2013

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 46121Y102

13D

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| 1 | Names of Reporting Persons Harvey Operating and Production Company |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) OO |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o |
| 6 | Citizenship or Place of Organization Colorado |
| 7 | Sole Voting Power 8,690,335 |
| 8 | Shared Voting Power 0 (1) |
| 9 | Sole Dispositive Power 8,690,335 |
| 10 | Shared Dispositive Power 0 (1) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 8,690,335(1) |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) x |
| 13 | Percent of Class Represented by Amount in Row 11 11.5%(2) |
| 14 | Type of Reporting Person (See Instructions) CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Excludes 10,609,949 shares of Common Stock of the Issuer held by Intrepid Production Corporation. These shares may be deemed to be beneficially owned by Harvey Operating and Production Company as a result of the relationships between Intrepid Production Corporation and Harvey Operating and Production Company described in Item 6 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents will be deemed to constitute an admission by Harvey Operating and Production Company that it is the beneficial owner of any shares of Common Stock of the Issuer held by Intrepid Production Corporation.

(2) Based on 75,764,426 shares of Common Stock of the Issuer outstanding as of October 30, 2013, as disclosed in the Issuer's most recent Quarterly Report on Form 10-Q.

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| 1 | Names of Reporting Persons Hugh E. Harvey, Jr. |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions) OO |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States of America |
| 7 | Sole Voting Power 8,754,240(1) |
| 8 | Shared Voting Power 0(2) |
| 9 | Sole Dispositive Power 8,754,240(1) |
| 10 | Shared Dispositive Power 0(2) |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 8,754,240(1) (2) |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row 11 11.6% (3) |
| 14 | Type of Reporting Person (See Instructions) IN |

(1) Includes 8,690,335 shares of Common Stock of the Issuer held by Harvey Operating and Production Company. These shares are or may be deemed to be beneficially owned by Hugh E. Harvey, Jr. Mr. Harvey is the sole shareholder, sole director and President of Harvey Operating and Production Company. Includes 63,905 shares held directly by Mr. Harvey that were granted to Mr. Harvey in connection with his employment by the Issuer. With respect to the 63,905 shares, 21,808 shares are vested and unrestricted and 42,097 shares are unvested and restricted.

(2) Excludes 10,609,949 shares of Common Stock of the Issuer held by Intrepid Production Corporation. These shares may be deemed to be beneficially owned by Hugh E. Harvey, Jr. as a result of the relationships between Intrepid Production Corporation and Harvey Operating and Production Company described in Item 6 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents will be deemed to constitute an admission by Hugh E. Harvey, Jr. that he is the beneficial owner of any shares of Common Stock of the Issuer held by Intrepid Production Corporation.

(3) Based on 75,764,426 shares of Common Stock of the Issuer outstanding as of October 30, 2013, as disclosed in the Issuer's most recent Quarterly Report on Form 10-Q.

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Item 1. Security and Issuer

This Amendment No. 11 amends the statement on Schedule 13D filed on May 5, 2008, as amended on December 16, 2008, June 10, 2009, November 12, 2009, January 21, 2010, June 18, 2010, August 17, 2010, August 23, 2010, November 10, 2010, March 24, 2011, and September 14, 2011, by Harvey Operating and Production Company, a Colorado corporation (HOPCO) and Hugh E. Harvey, Jr. (HEH) with respect to the Common Stock, par value \$0.001 per share (the Common Stock), of Intrepid Potash, Inc., a Delaware corporation (the Issuer). Capitalized terms used in this Amendment No. 11 without definition have the meanings assigned to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby supplemented as follows:

(a) The responses of the Reporting Persons with regard to Items 11 and 13 of the cover pages to this Amendment No. 11 that relate to the aggregate number and percentage of Common Stock beneficially owned by the Reporting Persons are herein incorporated by reference.

(b) The responses of the Reporting Persons with regard to Items 7, 8, 9, and 10 of the cover pages to this Amendment No. 11 that relate to the number of shares as to which the Reporting Persons have sole power to vote or to direct the vote, shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition of are herein incorporated by reference.

(c) The Reporting Persons effected the following transactions in the Common Stock in the 60 days prior to the date of this filing:

(1) On November 8, 2013, HOPCO sold 185,767 shares of Common Stock in the open market for aggregate consideration of \$3,004,282.14. The shares were sold in multiple transactions at prices ranging from \$15.95 to \$16.39 per share, inclusive.

(2) On November 11, 2013, HOPCO sold 382,346 shares of Common Stock in the open market for aggregate consideration of \$6,226,291.08. The shares were sold in multiple transactions at prices ranging from \$16.07 to \$16.57 per share, inclusive.

(3) On November 12, 2013, HOPCO sold 245,521 shares of Common Stock in the open market for aggregate consideration of \$3,935,461.30. The shares were sold in multiple transactions at prices ranging from \$15.80 to \$16.29 per share, inclusive.

(4) On November 13, 2013, HOPCO sold 186,366 shares of Common Stock in the open market for aggregate consideration of \$2,950,088.81. The shares were sold in multiple transactions at prices ranging from \$15.39 to \$16.01 per share, inclusive.

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Intrepid Production Corporation (IPC) did not effect any transactions in the Common Stock in the 60 days prior to the date of this filing. Shares owned by IPC may be deemed to be beneficially owned by the Reporting Persons as a result of the relationships between IPC and HOPCO previously described in Item 6 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents will be deemed to constitute an admission by either of the Reporting Persons that he or it is the beneficial owner of any shares of Common Stock of the Issuer held by IPC.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 13, 2013

HARVEY OPERATING AND PRODUCTION COMPANY

By: /s/ Martin D. Litt
Name: Martin D. Litt
Title: Attorney-in-Fact

Dated: November 13, 2013

HUGH E. HARVEY, JR.

By: /s/ Martin D. Litt
Name: Martin D. Litt
Title: Attorney-in-Fact