

ATLAS MINING CO  
Form 8-K  
September 29, 2008

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) September 23, 2008

ATLAS MINING COMPANY  
(Exact name of registrant as specified in its charter)

Idaho  
(State or other jurisdiction of  
incorporation)

000-31380  
(Commission File  
Number)

82-0096527  
(I.R.S. Employer  
Identification No.)

1221 Yellowstone, Osburn,  
Idaho  
(Address of principal  
executive offices)

83849  
(Zip Code)

(208) 556-1181  
Issuer's telephone  
number, including area  
code

N/A  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230-425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240-14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item    Other Events  
8.01

On September 23, 2008, the Company sold 2,000,000 shares of common stock at \$0.50 per share to two purchasers in transactions that were exempt from registration under Section 4(2) of the Securities Act of 1933.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATLAS MINING COMPANY  
(Registrant)

Date: September 26, 2008

/s/ MICHAEL LYON  
By: Michael Lyon  
Chief Executive Officer and President

---

