

NORTH AMERICAN PALLADIUM LTD

Form 6-K

February 06, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Form 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of**

**The Securities Exchange Act of 1934**

**For the month of February, 2014**

**Commission File Number: 1-15142**

**NORTH AMERICAN PALLADIUM LTD.**

**(Name of Registrant)**

**200 Bay Street**

**Royal Bank Plaza, South Tower**

**Suite 2350**

**Toronto, Ontario**

**Canada M5J 2J2**

**(Address of Principal Executive Offices)**

Indicate by checkmark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by checkmark whether the registrant, by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  Assigned File No. No

If  Yes is marked, indicate the file number assigned to the Registrant in connection with Rule 12g3-2(b).

This report on Form 6-K is specifically incorporated by reference into North American Palladium's registration statement on Form F-10 (File No. 333-185656).

**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, thereunto duly authorized.

**NORTH AMERICAN PALLADIUM LTD.**

Date: February 6, 2014

By: /s/ Tess Lofsky

Tess Lofsky

Vice President, General Counsel and Corporate  
Secretary

**EXHIBIT INDEX**

Exhibit	Description of Exhibit
99.1	Indenture, dated January 31, 2014.
99.2	First Supplemental Indenture, dated January 31, 2014.
99.3	Form of Warrant.
99.4	Amended and Restated Agency Agreement, dated January 30, 2014.
99.5	Consent of Tetra Tech, Inc.