

SAXTON PAMELA L

Form 4

April 05, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAXTON PAMELA L

(Last) (First) (Middle)

1658 COLE BLVD., BLDG. 6,
SUITE 210

(Street)

LAKEWOOD, CO 80401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Pershing Gold Corp. [PGLC]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	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 Amount of Underlying Securities (Instr. 3 and 4)	8. I

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	04/03/2019	D		8,621 <u>(1)</u> <u>(2)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	8,621	
Restricted Stock Units	\$ 0	04/03/2019	D		10,000 <u>(1)</u> <u>(3)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAXTON PAMELA L 1658 COLE BLVD., BLDG. 6, SUITE 210 LAKEWOOD, CO 80401				X

Signatures

/s/ Eric Alexander, as
attorney-in-fact

04/05/2019

__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) This transaction reflects the disposition of the securities of the Issuer held by the reporting person pursuant to the Agreement and Plan of Merger dated September 28, 2018, as amended on March 1, 2019 (the "Merger Agreement"), by and among the Issuer, Americas Silver Corporation ("Americas Silver"), and R Merger Sub, Inc. The parties completed the merger (the "Merger") on April 3, 2019 (the "Closing Date"). On the Closing Date, the common shares of Americas Silver Corporation stock had a market value of \$1.53 per share.
- (2) 8,621 restricted stock units granted October 30, 2017; 2,873 units vested October 30, 2018, all remaining units vested on the Closing Date.
- (3) 10,000 vested restricted stock units granted January 29, 2018.
- (4) Cancelled at the Closing Date and converted into the right to receive 0.715 of a common share of American Silver having a market value of \$1.53 per share on the Closing Date for each share of the Issuer's common stock underlying such restricted stock unit.
- (5) Each Restricted Stock Unit is convertible into one share of Issuer common stock upon events specified in the Restricted Stock Unit Grant Agreement with the reporting person. Restricted Stock Units have no expiration date.

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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