

POLYMET MINING CORP  
Form 40-F/A  
April 23, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 40-F/A  
(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the eleven months ended December 31, 2017 Commission file number 001-32929

POLYMET MINING CORP.  
(Exact name of Registrant as specified in its charter)

British Columbia, Canada  
(Province or other jurisdiction of incorporation or organization)

1000  
(Primary Standard Industrial Classification Code)

84-1461363  
(I.R.S. Employer Identification No.)

Suite 5700 – 100 King Street West,  
Toronto, Ontario, Canada M5X 1C7  
416-915-4149  
(Address and telephone number of Registrant's principal executive offices)

Patrick Keenan  
c/o Poly Met Mining, Inc.  
444 Cedar Street, Suite 2060  
St Paul, Minnesota 55101  
651-389-4100  
(Name, address (including zip code), and telephone number  
(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>       | <u>Name of each exchange on which registered</u> |
|----------------------------------|--|
| Common Shares, without par value | NYSE American and TSX                            |

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Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this form.

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Annual Information Form Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 319,303,098

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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EXPLANATORY NOTE

PolyMet Mining Corp. (the “Registrant” or the “Company”) is filing this Amendment No. 1 on Form 40-F/A (“Amendment No. 1”) to the Company’s Annual Report on Form 40-F, dated March 27, 2018 (the “Original Form 40-F”) for the sole purpose of submitting Exhibit 101 to the Form 40-F as required by General Instruction B(15)(a)(iii) of Form 40-F and Rule 405 of Regulation S-T. Exhibit 101 was omitted from the Registrant’s Original Form 40-F in accordance with the 30-day grace period provided under Rule 405(a)(2)(ii) or Regulation S-T.

Except as set forth above, this Amendment No. 1 does not modify or update any of the disclosures in the Original Form 40-F. This Amendment No. 1 speaks as of the time of filing the Original Form 40-F, and does not reflect events that may have occurred subsequent to such filing.

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EXHIBIT INDEX

The following exhibits have been filed as part of this Annual Report on Form 40-F:

EXHIBITS

\*99.1 Annual Information Form for the eleven months ended December 31, 2017

\*99.2 Consolidated Financial Statements as at December 31, 2017 and January 31, 2017 and for the eleven months ended December 31, 2017 and for the twelve months ended January 31, 2017

\*99.3 Management's Discussion and Analysis as at December 31, 2017 and January 31, 2017 and for the eleven months ended December 31, 2017 and for the twelve months ended January 31, 2017

\*99.4 Mine Safety Disclosure

CERTIFICATIONS

\*99.5 Certification of Principal Executive Officer pursuant to 17 C.F.R. 240.13a-14(a)

\*99.6 Certification of Principal Financial Officer pursuant to 17 C.F.R. 240.13a-14(a)

\*99.7 Certification of Principal Executive Officer and Principal Financial Officer pursuant to 17 C.F.R. 240.13a-14(b) and 18 U.S.C. 1350.

CONSENTS

\*99.8 Consent of PricewaterhouseCoopers LLP

\*99.9 Consent of Technical Report Author – Zachary J. Black

\*99.10 Consent of Technical Report Author – Jennifer J. Brown

\*99.11 Consent of Technical Report Author – Nicholas Dempers

\*99.12 Consent of Technical Report Author – Thomas L. Drielick

\*99.13 Consent of Technical Report Author – Art S. Ibrado

\*99.14 Consent of Technical Report Author – Erin L. Patterson

\*99.15 Consent of Technical Report Author – Thomas J. Radue

\*99.16 Consent of Technical Report Author – Herbert E. Welhener

\*99.17 Consent of Technical Report Author – Jeff S. Ubl

101 Interactive Data File

\* Previously filed.

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SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Amendment No. 1 to the Original Form 40-F to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: April 23, 2018

POLYMET MINING CORP.

/s/ Jonathan Cherry

Name: Jonathan Cherry

Title: Chief Executive Officer