

SCANDIUM INTERNATIONAL MINING CORP.

Form 8-K

September 04, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): **August 31, 2015**

SCANDIUM INTERNATIONAL MINING CORP.

(Exact name of registrant as specified in its charter)

000-54416

(Commission File Number)

British Columbia, Canada

(State or other jurisdiction
of incorporation or organization)

98-1009717

(IRS Employer
Identification No.)

1430 Greg Street, Suite 501, Sparks, Nevada, 89431

(Address of principal executive offices)(Zip Code)

(775) 355-9500

Issuer's telephone number

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:

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 3.02 Unregistered Sales of Equity Securities.

On August 31, 2015, the Company issued 2,237,480 shares of common stock at a price of CAD\$0.10 per share as payment of outstanding loan interest in the amount of CAD\$223,748. The securities were sold to an accredited investor pursuant to Rule 506 of Regulation D.

On September 1, 2015, the Company completed a private placement of 1,982,850 shares of common stock at a price of CAD\$0.10 per share for total proceeds of CAD\$198,285. The securities were sold to an accredited investor pursuant to Rule 506 of Regulation D.

Item 7.01 Regulation FD Disclosure.

On September 1, 2015, the Company issued a press release announcing the Company's 2015 Annual General Meeting of Stockholders and that it has issued 1,982,850 common shares pursuant to a private placement. A copy of the press release is attached to this report as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including the exhibit attached hereto, shall not be deemed filed for purposes of Section 18 of the United States *Securities Exchange Act of 1934*, as amended (the Exchange Act), nor shall such information be deemed incorporated by reference in any filing under the Securities Act, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

The following Exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

99.1 News release dated September 1, 2015.

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.

Date September 3, 2015 **Scandium International Mining Corp.**
(Registrant)

/s/ Edward Dickinson
Edward Dickinson, Chief Financial Officer

div style="text-align:left;font-size:11pt;">
By:

/s/ Michael K. Stewart

Name: Michael K. Stewart

Title: Vice President, Finance and Accounting, Controller and Treasurer

Exhibit Index

99.1 Press Release dated November 4, 2013, issued by Marathon Oil Corporation