

KINGDON MARK E  
Form 3  
December 21, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |   |   |  |   |
|---|---|---|--|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KINGDON CAPITAL MANAGEMENT, L.L.C.</p> <p>(Last) (First) (Middle)</p> <p>C/O KINGDON CAPITAL MANAGEMENT, L.L.C., Â 152 WEST 57TH STREET, 50TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10019</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/14/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Applied Minerals, Inc. [AMNL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner<br/>___ Officer    ___ Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|   |   |   | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>                        |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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|                                    | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| 10% PIK Election Convertible Notes | Â (1)            | 08/01/2023      | Common Stock | 6,416,915                  | \$ 0.59             | D (2)   | Â |
| 10% PIK Election Convertible Notes | Â (1)            | 05/01/2023      | Common Stock | 10,146,868                 | \$ 0.4              | D (2)   | Â |
| Warrants                           | 12/14/2017       | 12/14/2022      | Common Stock | 2,024,000                  | \$ 0.1              | D (2)   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KINGDON CAPITAL MANAGEMENT, L.L.C.<br>C/O KINGDON CAPITAL MANAGEMENT, L.L.C.<br>152 WEST 57TH STREET, 50TH FLOOR<br>NEW YORK, NY 10019   | Â             | Â X       | Â       | Â     |
| M. Kingdon Offshore Master Fund L.P.<br>C/O KINGDON CAPITAL MANAGEMENT, L.L.C.<br>152 WEST 57TH STREET, 50TH FLOOR<br>NEW YORK, NY 10019 | Â             | Â X       | Â       | Â     |
| Kingdon GP, LLC<br>C/O KINGDON CAPITAL MANAGEMENT, L.L.C.<br>152 WEST 57TH STREET, 50TH FLOOR<br>NEW YORK, NY 10019                      | Â             | Â X       | Â       | Â     |
| KINGDON MARK E<br>C/O KINGDON CAPITAL MANAGEMENT, L.L.C.<br>152 WEST 57TH STREET, 50TH FLOOR<br>NEW YORK, NY 10019                       | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| Kingdon Capital Management, L.L.C., By: /s/ William Walsh, Chief Financial Officer                                    | 12/21/2017 |
| **Signature of Reporting Person   | Date       |
| M. Kingdon Offshore Master Fund L.P., By: Kingdon GP, LLC, its general partner, By: /s/ Mark Kingdon, Managing Member | 12/21/2017 |
| **Signature of Reporting Person   | Date       |
| Kingdon GP, LLC, By: /s/Mark Kingdon, Managing Member   | 12/21/2017 |
| **Signature of Reporting Person   | Date       |
| /s/Mark Kingdon   | 12/21/2017 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The 10% PIK Election Convertible Notes are convertible to common stock at any time at the holder's election and automatically upon the occurrence of certain events.  
  
These securities are owned directly by M. Kingdon Offshore Master Fund L.P. and may be deemed to be indirectly beneficially owned by
- (2) (i) Kingdon Capital Management, L.L.C., the investment adviser to M. Kingdon Offshore Master Fund L.P., (ii) Kingdon GP, LLC, the general partner of M. Kingdon Offshore Master Fund L.P., and (ii) Mark Kingdon, the managing member of Kingdon Capital Management, L.L.C. and Kingdon GP, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.