

POLYMET MINING CORP  
Form S-8 POS  
May 01, 2014

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As filed with the Securities and Exchange Commission on May 1, 2014

Registration File No. 333-192208

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1  
TO**

**FORM S-8**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**POLYMET MINING CORP.**

(Exact name of registrant as specified in its charter)

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

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**First Canadian Place**  
**100 King Street West, Suite 5700**  
**Toronto, ON, Canada**

**M5X 1C7**  
(Zip Code)

(Address of Principal Executive Offices)

**PolyMet Mining Corp. 2007 Omnibus Share  
Compensation Plan**  
(Full title of the plan)

**Douglas J. Newby**  
**Poly Met Mining, Inc.**  
**444 Cedar Street, Suite 2060**  
**St. Paul, Minnesota 55101**  
**Telephone: (651) 389-4100**

(Name and Address of Agent for Service)

*with a copy to:*

**Henry I. Rothman, Esq.**  
**Troutman Sanders, LLP**  
**The Chrysler Building**  
**405 Lexington Avenue**  
**New York, New York 10174**  
**(212) 704-6000**



**EXPLANATORY NOTE**

On November 8, 2013, PolyMet Mining Corp. (the Company ), filed a Registration Statement on Form S-8 (Registration No. 333-192208) with the Securities and Exchange Commission (the Original Registration Statement ). Pursuant to the undertakings contained in Part II, Item 9 of the Original Registration Statement, the Company is filing this Post-Effective Amendment No. 1 (this Amendment ) for the sole purpose of updating Exhibit 23.1 of the Original Registration Statement to incorporate by reference the audit report of PricewaterhouseCoopers LLP dated April 25, 2014 with respect to the Company s consolidated financial statements for the fiscal year ended January 31, 2014. This Amendment does not modify any provision of Part I or Part II of the Original Registration Statement other than Exhibit 23.1 as set forth below and filed herewith.

No additional shares of the Company s common stock are being registered pursuant to this Amendment and the registration fees for the shares of the Company s common shares to which the Original Registration Statement and this Amendment apply were paid at the time of filing the Original Registration Statement. Therefore, no additional registration fees are required.

**PART II.**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. Exhibits.**

See Exhibit Index immediately preceding the Exhibits.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Toronto, Ontario, Canada, on May 1, 2014.

POLYMET MINING CORP.

By: /s/ Douglas J. Newby  
 Name: Douglas J. Newby  
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jonathan C. Cherry Jonathan C. Cherry	President, Chief Executive Officer and Director (Principal Executive Officer)	May 1, 2014
/s/ Douglas J. Newby Douglas J. Newby	Chief Financial Officer (Principal Financial and Accounting Officer)	May 1, 2014
* W. Ian L. Forrest	Chairman of the Board of Directors and Director	May 1, 2014
* Frank Sims	Director	May 1, 2014
* William Murray	Director	May 1, 2014
* David Dreisinger	Director	May 1, 2014
* Stephen Rowland	Director	May 1, 2014
* Alan R. Hodnik	Director	May 1, 2014
* Michael M. Sill	Director	May 1, 2014

\* By: /s/ Douglas J. Newby  
 Douglas J. Newby  
 Attorney-in-fact  
 May 1, 2014



**EXHIBIT INDEX**

Exhibit  
Number

23.1 Consent of Independent Auditors \*

\*Filed herewith

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