

NORTH AMERICAN PALLADIUM LTD  
Form 6-K  
February 07, 2011

Form 6-K

SECURITIES AND EXCHANGE COMMISSION

Report of Foreign Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
The Securities Exchange Act of 1934

For the month of February, 2011

Commission File Number: 1-15142

NORTH AMERICAN PALLADIUM LTD.  
(Name of Registrant)

200 Bay Street  
Royal Bank Plaza, South Tower  
Suite 2350  
Toronto, Ontario  
Canada M5J 2J2  
(Address of Principal Executive Offices)

Indicate by checkmark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by checkmark whether the registrant, by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  Assigned File No. \_\_\_\_\_ No

If "Yes" is marked, indicate the file number assigned to the Registrant in connection with Rule 12g3-2(b).

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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, thereunto duly authorized.

NORTH AMERICAN PALLADIUM LTD.

Date: February 7, 2011

By: /s/ Trent Mell

Trent C. A. Mell  
Vice President, Corporate  
Development, General Counsel  
& Corporate Secretary

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EXHIBIT INDEX

| Exhibit | Description of Exhibit                        |
|---------|---|
| 99.1    | Underwriting Agreement dated January 31, 2011 |

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