

PLATINUM GROUP METALS LTD
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Platinum Group Metals Ltd.
(Name of Issuer)

Common Shares, no par value
(Title of Class of Securities)

72765Q205
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 72765Q205

- | | | | |
|--|--|--------------------------------|----------|
| 1. | NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON | Geologic Resource Partners LLC | |
| 2. | CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP | (a) []
(b) [X] | |
| 3. | SEC USE ONLY | | |
| 4. | CITIZENSHIP OR PLACE OF
ORGANIZATION | | Delaware |
| | 5. | SOLE VOTING POWER | 0 |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 6. | SHARED VOTING POWER | 0 |
| | 7. | SOLE DISPOSITIVE POWER | 0 |
| | 8. | SHARED DISPOSITIVE POWER | 0 |
| 9. | AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON | | 0 |
| 10. | CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES | | [] |
| 11. | PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) | | 0% |
| 12. | TYPE OF REPORTING PERSON | | CO, IA |

CUSIP NO. 72765Q205

Item 1(a). Name of Issuer

The name of the issuer to which this filing on Schedule 13G relates is Platinum Group Metals Ltd. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located at Bentall Tower 5, Suite 328, 550 Burrard Street, Vancouver British Columbia, Canada, V6C 2B5.

Item 2(a). Name of Person Filing

This statement is being filed by Geologic Resource Partners LLC ("GRP"), a Delaware limited liability company.

GRP, a registered investment adviser, serves as (a) investment advisor to Geologic Resource Opportunities Fund Ltd. ("GROF Ltd") and Geologic Resource Fund Ltd ("GRF Ltd") and (b) the general partner to Geologic Resource Opportunities Fund LP ("GROF LP") and Geologic Resource Fund LP ("GRF LP", together with GROF Ltd, GRF Ltd and GROF LP, the "Funds"). The Funds directly held Common Shares for the benefit of the investors in those Funds.

GRI Holdings LLC ("GRI Holdings") is the majority owner and manager of GRP. George Ring Ireland ("Mr. Ireland"), Chief Investment Officer of GRP, is the majority owner of GRI Holdings, and is, therefore, a majority indirect owner of GRP. By virtue of these relationships, GRI Holdings and Mr. Ireland may have been deemed to beneficially own the Common Shares held by the Funds; however, the filing of this statement shall not be construed as an admission that GRI Holdings or Mr. Ireland were the beneficial owner of the Common Shares held by the Funds.

Item 2(b). Address of Principal Business Office or, if none, Residence

535 Boylston Street, Boston, MA 02116.

Item 2(c). Citizenship

Delaware.

Item 2(d). Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Shares ("Common Shares").

Item 2(e). CUSIP Number

The CUSIP number of the Company's Common Shares is 72765Q205.

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Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).
If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

CUSIP NO. 72765Q205

Item 4. Ownership

The information set forth in Rows 5 through 11 of the cover page to this Schedule 13G is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Inasmuch as the reporting person is no longer the beneficial owner of more than five percent of the number of shares outstanding, the reporting person has no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting person has no obligation to amend this Statement if any material change occurs in the facts set forth herein. By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

GEOLOGIC RESOURCE PARTNERS LLC

By: /s/ George R. Ireland
Name: George R. Ireland
Title: Managing Member

