

SCANDIUM INTERNATIONAL MINING CORP.  
Form 8-K  
August 26, 2015

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**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 24, 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))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On August 24, 2015, the Company completed a private placement of 21,672,080 shares of common stock at a price of CAD\$0.10 per share for total proceeds of CAD\$2,167,118. The securities were sold to an accredited investor pursuant to Rule 506 of Regulation D and to non-US persons pursuant to Regulation S under the United States *Securities Act of 1933*, as amended (the *Securities Act*). The Company paid finder fees of CAD\$60,000 in connection with the offering to non-US persons.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 24, 2015, Andrew C. Greig was appointed to the board of directors of the Company.

**Item 7.01 Regulation FD Disclosure.**

On August 24, 2015, the Company issued a press release entitled *Scandium International Announces Significant Transactions: Equity Financing, Debt Conversion, Joint Venture Formation on Nyngan Scandium Project, and New Board Member*. 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 8.01 Other Events.**

Scandium International Mining Corp. (the *Company*) entered into a US \$2.5 million convertible loan agreement (the *Loan Agreement*) with an unrelated private investment company, Scandium Investments LLC ( *SIL* ), on June 24, 2014. The terms of the *Loan Agreement* provide for conversion of the loan into a 20% joint venture interest in the *Company*'s Nyngan and Honeybugle Scandium Projects in NSW, Australia (the *Projects*) at such time as the *Company* successfully raises US \$3.0 million in project-related funding. *SIL* and the *Company* have agreed that the conversion threshold has now been met, based on previous equity financings (US \$1.62 million) in June-August 2014, and a further US\$1.6 million through this latest equity financing.

Pursuant to the terms of the *Loan*, *SIL* will convert the loan into a 20% direct joint venture interest in the *Company*'s *Projects* on closing of the private placement referred to in Item 3.02. In addition, *SIL* has agreed to accept outstanding loan interest (CAD\$223,748) in *Company* common shares at \$0.10 per share, and has agreed to participate in the latest equity private placement.

**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 August 24, 2015.

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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 hereunto duly authorized.

Date August 26, 2015

**Scandium International Mining Corp.**  
(Registrant)

/s/ Edward Dickinson  
Edward Dickinson, Chief Financial Officer

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