

A-Mark Precious Metals, Inc.
Form SC 13D/A
March 25, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 1)

A-MARK PRECIOUS METALS, INC.

(NAME OF ISSUER)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

00181T 107

(CUSIP NUMBER)

Jeffrey D. Benjamin
c/o A-Mark Precious Metals, Inc.
429 Santa Monica Blvd., Suite 230,
Santa Monica, CA 90401
(310) 587-1477

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 14, 2014

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box
[]

The information required in 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, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 00181T107

13D

1 NAME OF REPORTING PERSONS

Jeffrey D. Benjamin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

2

3 SEC USE ONLY

3

4 SOURCE OF FUNDS

4

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

6 CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

7 SOLE VOTING POWER

7

765,361

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8

SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

9

765,361

10 SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

765,361

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

12

EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.3%

14 TYPE OF REPORTING PERSON

14

IN

AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1 to Schedule 13D amends the Schedule 13D dated as of, and filed with the Securities and Exchange Commission on, March 21, 2014, by replacing Item 5 in its entirety. Capitalized terms used herein which are not defined herein have the meanings given to such terms in the Schedule 13D. Except as otherwise provided herein, all Items of the Schedule 13D remain unchanged.

Item 5. Interest in Securities of the Issuer

(a), (b) and (c). As a result of the Distribution, the Reporting Person is reporting beneficial ownership of 765,361 shares of Common Stock (10.3% of the outstanding class). However, of these shares, 250,000 are held in a family trust for the benefit of the Reporting Person's spouse and children. Neither the Reporting Person nor his spouse is the trustee of such trust. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 13(d) or for any other purpose. The Reporting Person's beneficial ownership includes 23,972 shares of Common Stock that he has the currently exercisable right to acquire pursuant to a stock option. Such stock option was granted effective March 19, 2014 by the Issuer to replace certain cancelled stock options previously granted by SGI. In addition to the portion of the option that is currently exercisable, the stock option will become exercisable for an additional 95,884 shares, as to 25% of such additional shares on October 25 in each of 2014, 2015, 2016 and 2017. The number of shares reported herein may be reduced slightly as a result of automatic dispositions of fractional shares in connection with the Distribution.

Percentages of the outstanding class of Common Stock set forth in this Item 5 are based on 7,402,663 shares of Common Stock estimated by the Issuer to be distributed in the Distribution and outstanding immediately thereafter, as of March 14, 2014, in the Issuer's Prospectus Supplement filed with the SEC on February 28, 2014, and applicable provisions of Rule 13d-3.

(d) Not applicable.

(e) Not applicable.

SIGNATURES

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

Date: March 24, 2014

/s/ Jeffrey D. Benjamin
Jeffrey D. Benjamin