

ATLAS MINING CO
Form PRE 14A
August 27, 2009

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant x

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Check the appropriate box:

- x Preliminary Proxy Statement
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- o Definitive Proxy Statement
- o Definitive Additional Materials
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ATLAS MINING COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Notes:

ATLAS MINING COMPANY
110 Greene Street - Suite 1101
New York, NY 10012

TO OUR SHAREHOLDERS:

We cordially invite you to attend the 2009 Annual Meeting of Shareholders to be held on Wednesday, October 27, 2009 at 11:00 a.m., Eastern Time Zone, at _____. The meeting will be the first meeting of shareholders since the Company became a public company in 2002. You can attend in person or listen by means of a webcast. If you attend in person, you will have an opportunity to meet our directors and officers. After the formal business of the meeting, there will be a question and answer period.

The official Notice of Meeting, Proxy Statement, and the Form of Proxy are enclosed with this letter. The matters listed in the Notice of Meeting are described in the attached Proxy Statement.

The Board of Directors welcomes and appreciates the interest of all our shareholders in the Company's affairs, and encourages shareholders to vote at this Annual Meeting. We hope you will attend the meeting, but whether or not you expect to be physically present, please vote your shares, either by signing, dating and promptly returning the proxy card in the accompanying postage paid envelope, or by voting by telephone or on the Internet using the instructions printed on the proxy card. This will assure that your shares are represented at the meeting. Even though you execute this proxy or vote by telephone or the Internet, you may revoke your proxy at any time before it is exercised by giving written notice of revocation to the Secretary of the Company, by executing and delivering a later dated proxy (either in writing or via telephone or the Internet) or by voting in person at the Annual Meeting. If you attend the meeting you will be able to vote in person if you wish to do so, even if you have previously returned your proxy card, or voted via telephone or the Internet.

Your vote is important to us, and we appreciate your prompt attention to this matter.

Sincerely,

Andre Zeitoun
President and Chief Executive Officer

ATLAS MINING COMPANY
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
OCTOBER 27, 2009

Important Notice regarding the Availability of Proxy Materials
for the Stockholder Meeting to be Held on October 27, 2009

The Proxy Statement and Annual Report to Stockholders are available at
www.proxyvote.com

To the Shareholders of Atlas Mining Company:

NOTICE IS HEREBY GIVEN that the 2009 Annual Meeting of Shareholders of Atlas Mining Company (the "Company"), an Idaho corporation, will be held at _____, on October 27, 2009, at 11:00 a.m., Eastern Time Zone, for the following purposes as described in the attached Proxy Statement:

1. To elect five directors to hold office for terms ending at the 2010 Meeting of Shareholders, or until such shareholder's respective successors are elected and qualified.
2. To approve an amendment of the Company's Articles of Incorporation to change the name of the Company to Applied Minerals, Inc.
3. To approve an amendment of the Company's Articles of Incorporation to increase the authorized number of shares of Company Common Stock from 60,000,000 to 120,000,000.
4. To approve an amendment of the Company's Articles of Incorporation to authorize preferred stock whose terms can be determined by the Board of Directors.
5. To approve an amendment of the Company's Articles of Incorporation to provide that the number of directors is to be fixed from time to time by resolution of the Board of Directors pursuant to a resolution.
6. To approve the reincorporation of the Company into the State of Delaware through a merger with a newly-formed, wholly-owned Delaware subsidiary.
7. To transact such other business as may properly come before such meeting or any adjournment thereof.

Pursuant to the Bylaws, the Board of Directors has fixed the close of business on August 28, 2009, as the record date for determination of shareholders of the Company entitled to receive notice of and to vote at the Annual Meeting.

So far as management of the Company is aware, no business will properly come before the Annual Meeting other than the matters set forth above.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 27, 2009: The Notice of Annual Meeting of Shareholders, Proxy Statement and the Annual Report to Shareholder are available on the following website at www.proxyvote.com.

By Order of the Board of Directors

Andre Zeitoun
President and Chief Executive Officer

New York, New York
September 17, 2009

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ATLAS MINING COMPANY
110 Greene Street – Suite 1101
New York, NY 10012

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD OCTOBER 27, 2009

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Atlas Mining Company (the "Company," "Atlas," "we," "us" or "our") of proxies to be used at the Annual Meeting of Shareholders to be held on October 27, 2009. This Proxy Statement and accompanying forms of proxy, together with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which serves as our Annual Report to Shareholders, are first being sent or given to shareholders on September 17, 2009.

Important Notice Regarding the Availability of Proxy Materials

This year we are using the "Notice and Access" system recently adopted by the Securities and Exchange Commission relating to the delivery of proxy materials over the Internet. As a result, we mailed you a notice about the Internet availability of the proxy materials instead of paper copies. Shareholders will have the ability to access the proxy materials over the Internet and to request a paper copy of the materials by mail or by e-mail. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found on the Notice. We believe that the notice and access rules will allow us to use Internet technology that many shareholders prefer, assure more prompt delivery of the proxy materials, lower our cost of printing and delivering the proxy materials, and minimize the environmental impact of printing paper copies.

The Proxy Statement and our Annual Report to Shareholders are available at www.proxyvote.com.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Why did I receive these proxy materials?

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Atlas Mining Company, an Idaho corporation, of proxies to be voted at our 2009 Annual Meeting of Shareholders and at any adjournment or postponement.

You are invited to attend the Annual Meeting of Shareholders. It takes place on October 27, 2009, beginning at 11:00 a.m., Eastern Time Zone, at _____, in New York, New York.

This Notice of Annual Meeting and Proxy Statement and form of proxy and voting instructions are being sent or delivered to shareholders starting September 17, 2009.

Will the Annual Meeting be webcast?

Our Annual Meeting also will be webcast on October 27, 2009. You are invited to visit www.proxyvote.com at 11:00 a.m., Eastern Time Zone, on October 27, 2009 to access the webcast of the Meeting.

Who is entitled to vote at the Annual Meeting?

Holders of Atlas Common Stock at the close of business on August 28, 2009 are entitled to receive notice of the meeting and to vote such shareholder's shares at the Annual Meeting. As of that date, there were 59,215,628 shares of common stock outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the Meeting.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

If your shares are registered directly in