

RARE ELEMENT RESOURCES LTD

Form 8-K

February 26, 2015

**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): **February 24, 2015**

**RARE ELEMENT RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

**British Columbia, Canada**

**001-34852**

**Not applicable**

(State or other jurisdiction of  
incorporation or organization)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

**225 Union Boulevard, Suite 250**

**Lakewood, Colorado**

**80228**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(720) 278-2460**

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 5.02**

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

On February 24, 2015, Mr. Patrick M. James resigned as a director of Rare Element Resources Ltd. (the Company), effective immediately. His resignation was not the result of any disagreement with the Company on any matter related to the Company's operations, policies or practices.

On February 25, 2014, the Board appointed Lowell Shonk, an existing director of the Company, as interim Chairman of the Board, effective immediately.

**Item 7.01**

**Regulation FD Disclosure.**

On February 25, 2015, the Company issued a press release announcing the resignation of Mr. James as a director of the Company. A copy of the press release is attached to this report as Exhibit 99.1. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be furnished and shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01**

**Financial Statements and Exhibits.**

Exhibit No.

Description

99.1

Press Release dated February 25, 2015 (a)

(a)

The Exhibit is intended to be furnished to, not filed with, the U.S. Securities and Exchange Commission pursuant to General Instruction B.2 of Form 8-K.

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**SIGNATURE**

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: February 25, 2015

**RARE ELEMENT RESOURCES LTD.**

**/s/ Kelli C. Kast**

By:

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Name:

Kelli C. Kast

Title:

Vice President, General Counsel, and

Chief Administrative Officer

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**EXHIBIT INDEX**

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