

PLATINUM GROUP METALS LTD  
Form 40-F/A  
September 17, 2009

**U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 40-F/A**

**(Amendment No. 1)**

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

X

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended August 31, 2008

Commission File Number 001-33562

**Platinum Group Metals Ltd.**

(Exact name of registrant as specified in its charter)

**British Columbia**  
(Province or Other Jurisdiction of  
Incorporation or Organization)

**1099**  
(Primary Standard Industrial  
Classification Code)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Bentall Tower 5**

**Suite 328 - 550 Burrard Street**

**Vancouver, BC**

**Canada V6C 2B5  
(604) 899-5450**

(Address and telephone number of registrant's principal executive offices)

**DL Services Inc.**

**U.S. Bank Centre, 1420 5<sup>th</sup> Avenue, Suite 3400**

**Seattle, WA 98101-4010**

**(206) 903-8800**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:

Name of Each Exchange On Which Registered:

**Common Shares, no par value**

**NYSE Amex**

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

X Annual Information Form

X Audited Annual Financial Statements

At **August 31, 2008**, the Registrant had outstanding 62,649,247 common shares without par value.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. X Yes  No



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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).    Yes      No

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### **PURPOSE OF FILING THIS AMENDMENT NO. 1**

Platinum Group Metals Ltd. (the Registrant or the Company ) is filing this Amendment No. 1 to Form 40-F to:

revise clerical errors on the cover page of the Registrant's previously filed Form 40-F;

restate in the body of this Form 40-F the disclosure under Disclosure Controls and Procedures and Changes In Internal Control Over Financial Reporting, although please note that the substance of the disclosure remains the same; and

refile the Registrant's audited consolidated financial statements for the years ended August 31, 2008, 2007 and 2006, to include the correct report of the Company's former auditor, Deloitte and Touche LLP due to the fact that an incorrect version of the report had been inadvertently included in the original Form 40-F.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, update or restate the information in any Item of the Annual Report on Form 40-F or reflect any events that have occurred after the Form 40-F was initially filed.

### **DOCUMENTS INCORPORATED BY REFERENCE**

The annual information form ( AIF ) of the Registrant for the fiscal year ended August 31, 2008 is incorporated herein by reference.

The audited consolidated financial statements of the Company for the years ended August 31, 2008, 2007 and 2006, including the report of the auditors with respect thereto, are incorporated herein by reference. For a reconciliation of important differences between Canadian and United States generally accepted accounting principles, see Note 14 to the Company's audited consolidated financial statements.

The Company's management's discussion and analysis ( MD&A ) for the year ended August 31, 2008 is incorporated herein by reference.

### **EXPLANATORY NOTE**

The Company is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Exchange Act on Form 40-F. The Company is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act. Accordingly, the Company's equity securities are exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is permitted, under a multi-jurisdictional disclosure system adopted by the United States, to prepare this annual report on Form 40-F in accordance with Canadian disclosure requirements, which are different from those of the United States.

The Company prepares its financial statements in accordance with Canadian generally accepted accounting practices ( GAAP ), and they may be subject to Canadian auditing and auditor independence standards. Accordingly, the financial statements of the Company incorporated by reference in this report may not be comparable to financial statements of United States companies. Significant differences between Canadian GAAP and United States GAAP are described in Note 14 to the audited consolidated financial statements of the Company incorporated by reference in this report.

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## **FORWARD LOOKING STATEMENTS**

This report contains forward-looking statements concerning anticipated developments in the operations of the Company in future periods, planned exploration and development activities, the adequacy of the Company's financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as expects, anticipates, believes, intends, estimates, potential, possible, or similar expressions, or statements that events, conditions or results will, may, could or should occur or be achieved. Information concerning the interpretation of drill results and mineral resource or reserve estimates also may be deemed to be forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those described in the AIF incorporated by reference in this report.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Company assumes no obligation to update such forward-looking statements in the future. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

## **DISCLOSURE CONTROLS AND PROCEDURES**

At the end of the fiscal year ended August 31, 2008, an evaluation was carried out under the supervision of, and with the participation of, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operations of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Company in reports that it files with or submits to the Canadian securities administrators and the United States Securities and Exchange Commission (SEC) under the Exchange Act, is recorded, processed, summarized and reported within the time periods required. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

## **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The information provided under the heading Disclosure Controls and Internal Control Over Financial Reporting contained in the Company's MD&A is incorporated by reference herein.

## **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

During the fiscal year ended August 31, 2008, there was no changes to our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **AUDIT COMMITTEE FINANCIAL EXPERT**

The information provided under the heading Directors and Officers Audit Committee contained in the Company's AIF is incorporated by reference herein.





### **INDEPENDENT ACCOUNTANTS FEES**

The information provided under the headings Directors and Officers Independent Auditor s Fees and Directors and Officers Pre-Approval Policies and Procedures contained in the Company s AIF is incorporated by reference herein.

### **CODE OF ETHICS**

The information provided under the heading Directors and Officers - Code of Ethics contained in the Company s AIF is incorporated by reference herein.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The information provided Discussion of Operations and Financial Conditions Off-Balance Sheet Arrangements contained in the Company s MD&A is incorporated by reference herein.

### **TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

The information provided under the heading Liquidity and Capital Resources contained in the Company s MD&A is incorporated by reference herein.

### **IDENTIFICATION OF THE AUDIT COMMITTEE**

The information provided under the heading Directors and Officers Audit Committee Composition and Background contained in the Company s AIF is incorporated by reference herein. The Company has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended.

### **UNDERTAKINGS**

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or to transactions in said securities.

### **CONSENT TO SERVICE OF PROCESS**

The Company has previously filed with the Commission a written consent to service of process and power of attorney on Form F-X. Any change to the name or address of the Company s agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referring the file number of the Company.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

**PLATINUM GROUP METALS LTD.**

/s/ R. Michael Jones

R. Michael Jones

President, Chief Executive Officer and Director

Date: September 11, 2009

## EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this amended annual report on Form 40-F.

<u>Exhibit</u>	<u>Description</u>
1.*	Annual Information Form
2.	<u>Audited Consolidated Financial Statements for the years ended August 31, 2008, 2007 and 2006, including the report of the auditors with respect thereto</u>
3.*	Management's Discussion and Analysis for the year ended August 31, 2008
4.	<u>Certification of Chief Executive Officer as Required by Rule 13a-14(a) under the Exchange Act</u>
5.	<u>Certification of Chief Financial Officer as Required by Rule 13a-14(a) under the Exchange Act</u>
6.	<u>Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
7.	<u>Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
8.	<u>Consent of PricewaterhouseCoopers LLP</u>
9.	<u>Consent of Deloitte &amp; Touche LLP</u>
10.*	Consent of Coffey Mining (South Africa) (Pty) Ltd.
11.*	Consent of Minxcon (Pty) Ltd.
12.*	Consent of Turnberry Projects (Pty) Ltd.
13.*	Consent of Wardrop Engineering Inc.

\* Previously filed.