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NORTH AMERICAN PALLADIUM LTD

FORM 6-K
(Report of Foreign Issuer)

Filed 12/21/12 for the Period Ending 12/21/12

Telephone	416-360-7590
CIK	0000887701
Symbol	PAL
SIC Code	1000 - Metal Mining
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

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Form 6-K

SECURITIES AND EXCHANGE COMMISSION

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934

For the month of December, 2012 **Commission File Number: 1-15142**

NORTH AMERICAN PALLADIUM LTD.

(Name of Registrant)

200 Bay Street
Royal Bank Plaza, South Tower
Suite 2350
Toronto, Ontario
Canada M5J 2J2
(Address of Principal Executive Offices)

Indicate by checkmark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☐ Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by checkmark whether the registrant, by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes ☐ Assigned File No. No ☒

If “Yes” is marked, indicate the file number assigned to the Registrant in connection with Rule 12g3-2(b).

This report on Form 6-K is specifically incorporated by reference into North American Palladium’s registration statement on Form S-8 (File No. 333-13766).

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, thereunto duly authorized.

NORTH AMERICAN PALLADIUM LTD.

Date: December 21, 2012

By: /s/ Tess Lofsky
Tess Lofsky
General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit	Description of Exhibit
1	Material Change Report – December 19, 2012

Exhibit 1

MATERIAL CHANGE REPORT

FILED PURSUANT TO NATIONAL INSTRUMENT 51-102

Item 1. Name and Address of Company:

North American Palladium Ltd. (the **Company**)
200 Bay Street
Royal Bank Plaza, South Tower
Suite 2350, P.O. Box 93
Toronto, Ontario
M5J 2J2

Item 2. Date of Material Change:

December 13, 2012

Item 3. News Release:

A news release with respect to the material change referred to in this report was issued by the Company on December 13, 2012 through the facilities of Marketwire and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com .

Item 4. Summary of Material Change:

The Company announced the resignation of Mr. Jeffrey Swinoga as Vice President Finance and Chief Financial Officer, effective January 4, 2013.

Item 5. Full Description of Material Change:

On December 13, 2012, the Company announced that Mr. Jeffrey Swinoga has resigned as Vice President Finance and Chief Financial Officer, effective January 4, 2013.

Item 6. Reliance of Section 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7. Omitted Information:

Not applicable.

Item 8. Executive Officer:

Tess Lofsky
Corporate Secretary & Counsel
(416) 360-8782

Item 9. Date of Report:

December 19, 2012