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PLATINUM GROUP METALS LTD

FORM 6-K
(Report of Foreign Issuer)

Filed 12/31/14 for the Period Ending 12/31/14

Telephone	6048995450
CIK	0001095052
Symbol	PLG
SIC Code	1040 - Gold And Silver Ores
Industry	Metal Mining
Sector	Basic Materials
Fiscal Year	08/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

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

For the month of: December, 2014

Platinum Group Metals Ltd.

(SEC File No. 001-33562)

Suite 788 — 550 Burrard Street, Vancouver BC, V6C 2B5, CANADA
Address of Principal Executive Office

Indicate by check mark whether the registrant files or will file annual reports under cover:

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): ☐

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, thereunto duly authorized.

Date: **December 31, 2014**

"R. Michael Jones"
R. MICHAEL JONES
DIRECTOR & CEO

EXHIBIT INDEX

Exhibit	Description
99.1	Material Change Report dated December 31, 2014

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

PLATINUM GROUP METALS LTD. (the "Company" or "Platinum Group")
788 — 550 Burrard Street Vancouver BC, V6C 2B5
Telephone: (604) 899-5450 Facsimile: (604) 484-4710

ITEM 2. DATE OF MATERIAL CHANGE

December 31, 2014

ITEM 3. NEWS RELEASE

A news release was disseminated on December 31, 2014 to the TSX as well as through various other approved public media and was SEDAR filed with the British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland Securities Commissions.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has closed its public offering of common shares (the "Offering"). Pursuant to the Offering, the Company issued 214,800,000 common shares (the "Shares") at a price of US$0.53 per Share, for aggregate gross proceeds of US$113,844,000. The Shares include 7,200,000 common shares issued pursuant to an over-allotment option. BMO Capital Markets and GMP Securities L.P. acted as the underwriters and agreed to buy the Shares on a bought deal basis.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

The Company announces that further to its press releases of December 9, 2014 and December 31,2014, it has closed the Offering. Pursuant to the Offering, the Company issued the Shares at a price of US$0.53 per Share, for aggregate gross proceeds of US$113,844,000. The Shares include 7,200,000 common shares issued pursuant to an over-allotment option. BMO Capital Markets and GMP Securities L.P. acted as the underwriters and agreed to buy the Shares on a bought deal basis.

The net proceeds of the Offering will be used to fund Phase 2 development at the WBJV Project 1 platinum mine. The net proceeds of the Offering, together with the Company's unrestricted cash on hand, is expected to be sufficient to fully fund the completion of mill and concentrator construction at the WBJV Project 1 platinum mine.

The Shares were offered by way of a short form prospectus filed in all provinces of Canada, except for Quebec, and were offered in the United States pursuant to a registration statement filed under the Canada/U.S. multi-jurisdictional disclosure system.

This material change report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these Shares in any jurisdiction in which

such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

A written prospectus relating to the offering may be obtained upon request in Canada by contacting BMO Capital Markets, Mississauga Distribution Centre C/O The Data Group of Companies, 80 Ambassador Drive, Mississauga, Ontario, L5T 2Y9 by telephone at 905-696-8884 x4166 or by email at EgNegro@datagroup.ca, and in the United States by contacting BMO Capital Markets Corp., Attn: Equity Syndicate Department, 3 Times Square, New York, NY 10036, or by telephone at (800) 414-3627 or by email at bmoprospectus@bmo.com.

ITEM 6. RELIANCE ON SUBSECTION 7.1 OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. EXECUTIVE OFFICER

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

R. Michael Jones, President & CEO Phone: (604) 899-5450

ITEM 9. DATE OF REPORT

December 31, 2014