

# PLATINUM GROUP METALS LTD

## FORM 6-K (Report of Foreign Issuer)

Filed 12/31/13 for the Period Ending 12/31/13

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 period of: **December 31, 2013**

**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 [X]

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

Yes [ ]

No [X]

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_

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, 2013**

*“R. Michael Jones”*

**R. MICHAEL JONES  
DIRECTOR & CEO**

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Material Change Report dated December 31, 2013

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**FORM 51-102F3  
MATERIAL CHANGE REPORT**

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**ITEM 1. NAME AND ADDRESS OF COMPANY**

PLATINUM GROUP METALS LTD.  
788 – 550 Burrard Street Vancouver BC, V6C 2B5  
Telephone: (604) 899-5450 Facsimile: (604) 484-4710

**ITEM 2. DATE OF MATERIAL CHANGE**

December 31, 2013

**ITEM 3. NEWS RELEASE**

A news release was disseminated on December 31, 2013 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**

Platinum Group Metals Ltd. (PTM-TSX; PLG-NYSE MKT) (“Platinum Group” or the “Company”) announces that further to its press releases of December 9, 2013, and December 31, 2013, it has closed its public offering of common shares (the “Offering”). Pursuant to the Offering, the Company issued 148,500,000 common shares (the “Shares”) at a price of C\$1.18 per Share, for aggregate gross proceeds of C\$175,230,000.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

Platinum Group announces that further to its press releases of December 9, 2013, and December 31, 2013, it has closed the Offering. Pursuant to the Offering, the Company issued 148,500,000 Shares at a price of C\$1.18 per Share, for aggregate gross proceeds of C\$175,230,000. BMO Capital Markets and GMP Securities L.P. led a team of underwriters which included CIBC World Markets Inc., RBC Dominion Securities Inc., Barclays Capital Canada Inc., PI Financial Corp., Raymond James Ltd. and Dundee Securities Ltd. which agreed to buy the Shares on a bought deal basis.

The Company intends to use the net proceeds of the Offering to partially fund Phase 2 development at the WBJV Project 1 platinum mine, to fund the Company’s portion of ongoing exploration and engineering work on the Waterberg Joint Venture project, to fund the Company’s portion of ongoing exploration work on the Waterberg Extension project and for general working capital purposes.

The Shares were offered by way of a short form prospectus filed in all provinces of Canada, except for Quebec, and in the United States by way of a registration statement filed with the United States Securities and Exchange Commission.

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 bmo prospectus@bmo.com.

### **About Platinum Group Metals Ltd.**

Platinum Group is based in Johannesburg, South Africa and Vancouver, Canada. The Company's business is currently focused on the construction of the WBJV Project 1 platinum mine and the exploration and initial engineering on the newly discovered Waterberg platinum deposit, where the Company is the operator of the Waterberg Joint Venture project with JOGMEC and Mnombo. The Company has also expanded its exploration northward to the Waterberg Extension project.

Platinum Group is listed as PTM on the Toronto Stock Exchange and PLG on the NYSE MKT.

The Toronto Stock Exchange and the NYSE MKT have not reviewed and do not accept responsibility for the accuracy or adequacy of this material change report, which has been prepared by management.

*This material change report contains forward-looking statements within the meaning of U.S. securities laws and forward-looking information within the meaning of Canadian securities laws ("forward-looking statements"). Forward-looking statements are typically identified by words such as: targeted, believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. All statements that are not statements of historical fact are forward-looking statements. Forward-looking statements in this material change report include, without limitation, statements regarding the use of proceeds of the Offering. Although the Company believes the forward-looking statements in this material change report are reasonable, it can give no assurance that the expectations and assumptions in such statements will prove to be correct. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, variations in market conditions, the nature, quality and quantity of any mineral deposits that may be located, the Company's ability to obtain any necessary permits, consents or authorizations required for its activities, the Company's ability to access further funding and produce minerals from its properties successfully or profitably, or the Company's ability to be fully able to implement its business strategies and other risk factors described in the Company's prospectus, registration statement, Form 40-F annual report, annual information form and other filings with the SEC and Canadian securities regulators, which may be viewed at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com), respectively.*

**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, 2013