

RARE ELEMENT RESOURCES LTD  
Form 8-K  
February 02, 2016

**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): **January 29, 2016**

**RARE ELEMENT RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

**British Columbia, Canada**

(State or other jurisdiction of  
incorporation or organization)

**001-34852**  
(Commission

File Number)

**Not Applicable**

(IRS Employer Identification  
No.)

**225 Union Boulevard, Suite 250**

**80228**

**Lakewood, Colorado**

(Address of principal executive offices)

(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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))

**Item 3.01**

**Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 29, 2016, the board of directors of Rare Element Resources Ltd. (the Company ) authorized (i) the delisting of the Company s common shares from the NYSE MKT exchange and (ii) management to seek designation of the Company s common shares on the OTC Pink marketplace. On February 1, 2016, the Company notified the NYSE MKT exchange of its decision to voluntarily delist its common shares from the exchange.

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**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 hereunto duly authorized.

Date: February 2, 2016

**RARE ELEMENT RESOURCES LTD.**

/s/ Paul H. Zink

By: \_\_\_\_\_

Name:

Paul H. Zink

Title:

Senior Vice President and Chief Financial Officer