

RARE ELEMENT RESOURCES LTD
Form 8-K
September 30, 2013

**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): **September 27, 2013**

RARE ELEMENT RESOURCES LTD.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

001-34852

Not applicable

(State or other jurisdiction of
incorporation or organization)

(Commission
File Number)

(I.R.S. Employer
Identification Number)

225 Union Blvd., Suite 250

Lakewood, Colorado

80228

(Address of principal executive offices)

(Zip Code)

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

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 (see General Instruction A.2. below):

..

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 8.01 Other Events.

On September 27, 2013, Rare Element Resources Ltd. (the Company) closed the sale of securities described in the Form 8-K filed on September 27, 2013. The securities were offered and sold in a registered direct offering pursuant to an effective shelf registration statement on Form S-3 (Registration No. 333-189235) and a prospectus supplement dated September 24, 2013 to the base prospectus dated July 30, 2013.

The legal opinions of Fasken Martineau DuMoulin LLP and Davis Graham & Stubbs LLP relating to the legality of the issuance and sale of the shares of the securities are attached as Exhibits 5.1 and 5.2 to this Current Report on Form 8-K.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | <u>Opinion of Fasken Martineau DuMoulin LLP</u> |
| 5.2 | <u>Opinion of Davis Graham & Stubbs LLP</u> |
| 23.1 | Consent of Fasken Martineau DuMoulin LLP (included in Exhibit 5.1 above) |
| 23.2 | Consent of Davis Graham & Stubbs LLP (included in Exhibit 5.1 above) |

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 hereunto duly authorized.

Date: September 27, 2013

RARE ELEMENT RESOURCES LTD.

By: */s/ David Suleski*
David Suleski
Chief Financial Officer

EXHIBIT INDEX

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