

NORTH AMERICAN PALLADIUM LTD

Form SC 13G

April 17, 2014

SECURITIES

AND

EXCHANGE

COMMISSION

Washington,

D.C. 20549

SCHEDULE

13G

Under the

Securities

Exchange Act of

1934

(Amendment

No. )\*

North American

Palladium Ltd.

(Name of

Issuer)

Common Stock,

no par value

(Title of Class

of Securities)

656912102

(CUSIP

Number)

April 10, 2014

(Date of Event

Which Requires

Filing of This

Statement)

Check the

appropriate box

to designate the

rule pursuant to

which this

Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

(Page 1 of 7  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Polar Securities Inc. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Canada
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
<b>7</b>	27,546,887 Shares issuable upon conversion of debentures and warrants
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	27,546,887 Shares issuable upon conversion of debentures and warrants

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

27,546,887 Shares  
issuable upon  
conversion of  
debentures and  
warrants

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

9.13%  
TYPE OF  
REPORTING  
PERSON

**12**

IA

<b>1</b>	NAME OF REPORTING PERSON
	North Pole Capital Master Fund
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0
	SHARED VOTING POWER
<b>6</b>	27,546,887 Shares issuable upon conversion of debentures and warrants
<b>7</b>	SOLE DISPOSITIVE POWER
	0
<b>8</b>	SHARED DISPOSITIVE POWER
	27,546,887 Shares issuable upon conversion of debentures and

9                   warrants  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

27,546,887 Shares  
issuable upon  
conversion of  
debentures and  
warrants

10                   CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11                   REPRESENTED BY  
AMOUNT IN ROW  
(9)

12                   9.13%  
TYPE OF  
REPORTING  
PERSON

CO

**Item 1(a). NAME OF ISSUER**

The name of the issuer is North American Palladium Ltd. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 200 Bay Street, Royal Bank Plaza, South Tower, Suite 2350, Toronto, Ontario M5J 2J2.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

North Pole Capital Master Fund ("North Pole"), a Cayman Islands exempted company, with respect to the (i) Shares (defined in item 2(d) below) reported in this Schedule 13G underlying debentures and warrants directly held by it; and

Polar Securities Inc. ("Polar Securities"), a company incorporated under the laws of Ontario, Canada, (ii) serving as investment advisor to North Pole with respect to the Shares reported in this Schedule 13G underlying debentures and warrants directly held by North Pole.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 401 Bay Street, Suite 1900, PO Box 19, Toronto, Ontario M5H 2Y4, Canada.

**Item 2(c). CITIZENSHIP**

The citizenship of each of the Reporting Persons is set forth above.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, no par value (the "Shares").

**Item 2(e). CUSIP NUMBER**

656912102

**Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK  
3. WHETHER THE PERSON FILING IS A:**

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;



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- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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**Item 4. OWNERSHIP**

The percentages used herein are calculated based upon (i) 273,992,149 Shares outstanding as of April 7, 2014, as reported in the Prospectus Supplement filed by the Company on April 9, 2014 and (ii) 27,546,887 Shares issuable upon conversion of the Company's debentures and warrants currently held by North Pole.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: April 17, 2014

polar securities inc.

/s/ Paul Sabourin

Name: Paul Sabourin

Title: Chief Investment  
Officer

NORTH POLE  
CAPITAL MASTER  
FUND

By: Polar Securities

Inc., its investment  
manager

/s/ Paul Sabourin

Name: Paul Sabourin

Title: Chief Investment  
Officer

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EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: April 17, 2014

polar securities inc.

/s/ Paul Sabourin  
Name: Paul Sabourin  
Title: Chief Investment  
Officer

NORTH POLE  
CAPITAL MASTER  
FUND

By: Polar Securities  
Inc., its investment  
manager

/s/ Paul Sabourin  
Name: Paul Sabourin  
Title: Chief Investment  
Officer