

INTERNATIONAL TOWER HILL MINES LTD  
Form 8-K  
November 25, 2014

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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): **November 24, 2014**

**INTERNATIONAL TOWER HILL MINES LTD.**

(Exact Name of Registrant as Specified in Charter)

**British Columbia, Canada**

(State or Other Jurisdiction  
of Incorporation)

**001-33638**

(Commission  
File Number)

**N/A**

(IRS Employer  
Identification No.)

**1177 West Hastings Street, Suite 2300**

**Vancouver, British Columbia, Canada**

(Address of Principal Executive Offices)

**V6E 2K3**

(Zip Code)

Registrant's telephone number, including area code: **(604) 683-3332**

(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 (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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On November 24, 2014, International Tower Hill Mines Ltd. (the Company) entered into subscription agreements relating to a non-brokered private placement of 18,245,000 common shares of the Company at a price of CAD 0.46 per share, for anticipated aggregate gross proceeds of approximately CAD 8.4 million. The offering will be taken up by certain of the Company's current institutional shareholders and certain directors and members of management.

The private placement is anticipated to close on or before December 12, 2014, subject to customary closing conditions, including approval of the offering by the Toronto Stock Exchange and the NYSE MKT. The Company intends to use the net proceeds of the private placement for advancement of optimization studies on the Livengood Gold Project in Alaska and for general working capital purposes.

The subscription agreements contain customary representations and warranties, covenants and conditions to closing that the parties made to, and solely for the benefit of, each other in the context of all of the terms and conditions of the subscription agreements and in the context of the specific relationship between the parties. The provisions of the subscription agreements, including the representations and warranties contained therein, are not for the benefit of any party other than the parties to such agreements and are not intended as documents for investors and the public to obtain factual information about the current state of affairs of the Company.

The foregoing description of the subscription agreements is not complete and is qualified in its entirety by the full text of the subscription agreements, a form of which is filed herewith as Exhibit 10.1 and incorporated into this Item 1.01 by reference.

**Item 3.02 Unregistered Sales of Equity Securities.**

The disclosure set forth in Item 1.01 of this Current Report is incorporated in this Section 3.02 by reference. The Company is relying on the exemptions from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the Securities Act), and Regulation S under the Securities Act for purposes of the private placement of the common shares. The common shares to be issued have not been and will not be registered under the Securities Act or any applicable securities laws of any state of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) or persons in the United States absent registration or an applicable exemption from such registration requirements.

**Item 8.01 Other Events.**

On November 24, 2014, the Company issued a press release regarding the non-brokered private placement. A copy of the press release is attached to this report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| <u>10.1</u>        | <u>Form of Subscription Agreement.</u>  |
| <u>99.1</u>        | <u>Press release of the Company, dated November 24, 2014, regarding the non-brokered private placement.</u> |

**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.

**International Tower Hill Mines Ltd.**  
(Registrant)

Dated: November 24, 2014

By: */s/ Tom S. Q. Yip*  
Name: Tom S. Q. Yip  
Title: Chief Financial Officer

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**Exhibit Index**

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No.**      **Description**

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