

PLATINUM GROUP METALS LTD
Form 40-F
November 29, 2016

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **August 31, 2016**

Commission File Number **001-33562**

Platinum Group Metals Ltd.

(Exact name of registrant as specified in its charter)

| | | |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <u>British Columbia</u> (Province or Other Jurisdiction of Incorporation or Organization) | <u>1099</u> (Primary Standard Industrial Classification Code Number) | <u>Not Applicable</u> (I.R.S. Employer Identification No.) |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------|

Bentall Tower 5
Suite 788 - 550 Burrard Street
Vancouver, BC
Canada V6C 2B5
(604) 899-5450

(Address and telephone number of registrant's principal executive offices)

DL Services Inc.
Columbia Center, 701 Fifth Avenue, Suite 6100
Seattle, WA 98104-7043
(206) 903-8800

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class: Name of Each Exchange On Which Registered:

Common Shares, no par value **NYSE MKT**
Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form Audited Annual Financial Statements
As of **August 31, 2016**, the Registrant had outstanding 88,857,028 common shares without par value.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

DOCUMENTS INCORPORATED BY REFERENCE

The annual information form (AIF) of Platinum Group Metals Ltd. (the Registrant or the Company) for the fiscal year ended August 31, 2016 is incorporated herein by reference.

The audited consolidated financial statements of the Company as of and for the years ended August 31, 2016 and August 31, 2015, including the report of the auditors with respect thereto, are incorporated herein by reference (the Financial Statements).

The Company s management s discussion and analysis (MD&A) for the year ended August 31, 2016 is incorporated herein by reference.

EXPLANATORY NOTE

The Company is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Exchange Act on Form 40-F. The Company is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act. Accordingly, the Company s equity securities are exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is permitted, under a multi-jurisdictional disclosure system adopted by the United States, to prepare this annual report on Form 40-F in accordance with Canadian disclosure requirements, which are different from those of the United States.

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements concerning anticipated developments in the operations of the Company in future periods, planned exploration and development activities, the adequacy of the Company s financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as expects, anticipates, believes, intends, estimates, potential, possible, or similar expressions, or statements that events, conditions or results will, may, could or should occur or be achieved. Information concerning the interpretation of drill results and mineral resource or reserve estimates also may be deemed to be forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those described in the AIF incorporated by reference in this report.

The Company s forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and the Company assumes no obligation to update such forward-looking statements in the future. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

The Company prepares its financial statements in accordance with International Financial Reporting Standards, as issued by the International Financial Accounting Boards, and they may be subject to Canadian auditing and auditor independence standards. Accordingly, the Financial Statements of the Company incorporated by reference in this report may not be comparable to financial statements of United States companies.

DISCLOSURE CONTROLS AND PROCEDURES

The information provided under the heading Disclosure Controls and Internal Control Over Financial Reporting contained in the Company s MD&A is incorporated by reference herein.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided under the heading "Disclosure Controls and Internal Control Over Financial Reporting" contained in the Company's MD&A is incorporated by reference herein.

ATTESTATION REPORT OF THE REGISTERED ACCOUNTING FIRM

The information provided under the heading Disclosure Controls and Internal Control Over Financial Reporting Exemption from Section 404(b) of the Sarbanes-Oxley Act contained in the Company's MD&A is incorporated by reference herein.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided under the heading Disclosure Controls and Internal Control Over Financial Reporting Changes in Internal Controls over Financial Reporting contained in the Company's MD&A is incorporated by reference herein.

NOTICES PURSUANT TO REGULATION BTR

The Company did not send any notices required by Rule 104 of Regulation BTR during the year ended August 31, 2016 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

AUDIT COMMITTEE FINANCIAL EXPERT

The information provided under the heading Audit Committee Audit Committee Composition and Background contained in the Company's AIF is incorporated by reference herein.

CODE OF ETHICS

The information provided under the heading Directors and Officers Code of Ethics contained in the Company's AIF is incorporated by reference herein.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information provided under the headings Audit Committee External Auditor Service Fees (By Category) and Audit Committee Pre-Approval Policies and Procedures contained in the Company's AIF is incorporated by reference herein.

OFF-BALANCE SHEET ARRANGEMENTS

The information provided Discussion of Operations and Financial Condition Off-Balance Sheet Arrangements contained in the Company's MD&A is incorporated by reference herein.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following table discloses as of August 31, 2016 the Company's known contractual obligations.

(payments by period in thousands of United States dollars)

| Contractual Obligations | Total | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years |
|-----------------------------|------------|------------------|-------------|-------------|-------------------|
| Long-Term Debt Obligations | \$ 102,650 | 33,377 | 44,866 | 24,407 | - |
| Operating Lease Obligations | \$ 1,866 | 362 | 1,504 | - | - |
| Purchase Obligations | \$ 16,124 | 16,124 | - | - | - |
| Total | \$ 120,640 | 49,863 | 46,370 | 24,407 | - |

For additional information related to the Company's contractual obligations and commitments, including certain acquisition payments and break fees, see Note 12, "Contingencies and Commitments", to the Financial Statements and the information set forth under the heading "Discussion of Operations and Financial Condition - Liquidity and Capital Resources" contained in the MD&A, each incorporated by reference herein.

IDENTIFICATION OF THE AUDIT COMMITTEE

The information provided under the heading "Audit Committee - Audit Committee Composition and Background" contained in the Company's AIF is incorporated by reference herein. The Company has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended.

MINE SAFETY DISCLOSURE

The Company was not the operator, and did not have a subsidiary that was an operator, of a coal or other mine, as defined in Section 3 of the Federal Mine Safety and Health Act of 1977, in the United States during the year ended August 31, 2016.

NYSE MKT CORPORATE GOVERNANCE

The Company's common shares are listed for trading on the NYSE MKT LLC ("NYSE MKT"). Section 110 of the NYSE MKT Company Guide permits the NYSE MKT to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE MKT listing criteria, and to grant exemptions from NYSE MKT listing criteria based on these considerations. A company seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law. A description of the significant ways in which the Company's governance practices differ from those followed by domestic companies pursuant to NYSE MKT standards is provided on the Company's website at platinumgroupmetals.net.

UNDERTAKINGS

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or to transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the Commission a written consent to service of process and power of attorney on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

PLATINUM GROUP METALS LTD.

/s/ R. Michael Jones

R. Michael Jones

President, Chief Executive Officer and Director

Date: November 29, 2016

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this annual report on Form 40-F.

Exhibit Description

| | |
|--------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>99.1</u> | <u>Annual Information Form for the year ended August 31, 2016</u> |
| <u>99.2</u> | <u>Audited Consolidated Financial Statements as of and for the years ended August 31, 2016 and August 31, 2015, including the report of the auditors with respect thereto</u> |
| <u>99.3</u> | <u>Management's Discussion and Analysis for the year ended August 31, 2016</u> |
| <u>99.4</u> | <u>Certification of Chief Executive Officer as Required by Rule 13a-14(a) under the Exchange Act</u> |
| <u>99.5</u> | <u>Certification of Chief Financial Officer as Required by Rule 13a-14(a) under the Exchange Act</u> |
| <u>99.6</u> | <u>Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| <u>99.7</u> | <u>Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |
| <u>99.8</u> | <u>Consent of PricewaterhouseCoopers LLP</u> |
| <u>99.9</u> | <u>Consent of Charles J. Muller</u> |
| <u>99.10</u> | <u>Consent of Gert Roets</u> |
| <u>99.11</u> | <u>Consent of Gordon I. Cunningham</u> |
| <u>99.12</u> | <u>Consent of Robert L. Goosen</u> |
| <u>99.13</u> | <u>Consent of R. Michael Jones</u> |
