

ATLAS MINING CO
Form 4
May 08, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
IBS CAPITAL LLC

(Last) (First) (Middle)

ONE INTERNATIONAL PLACE, SUITE 2401

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATLAS MINING CO [ALMI]

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	05/06/2009		S(6)	350,000 D \$ 0.5	13,972,415 (1)	I	See Note 6. (1) (6)
Common Stock	05/06/2009		A(6)	350,000 A \$ 0.5	13,972,415 (1)	I	See Note 6. (1) (6)
Common Stock	05/06/2009		S(7)	2,500 D \$ 0.58	13,969,915 (1)	I	See Note 7. (1) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
10% PIK-Election Convertible Notes ⁽²⁾	\$ 0.35 ⁽³⁾							<u>(3)</u>	<u>(3)</u>	Common Stock	1,428,571 <u>(1)</u> <u>(2)</u>
10% PIK-Election Convertible Notes ⁽⁴⁾	\$ 0.5 ⁽⁵⁾							<u>(5)</u>	<u>(5)</u>	Common Stock	1,000,000 <u>(1)</u> <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IBS CAPITAL LLC ONE INTERNATIONAL PLACE SUITE 2401 BOSTON, MA 02110		X		
IBS TURNAROUND FUND (QP) (A LTD PARTNERSHIP) ONE INTERNATIONAL PLACE STE 2410 BOSTON, MA 02110		X		

Signatures

IBS Capital LLC, by David A. Taft, Manager 05/08/2009
**Signature of Reporting Person Date

IBS TURNAROUND FUND (QP) (A LTD PARTNERSHIP) By IBS Capital LLC, Its
 General Partner, David A. Taft, Manager 05/08/2009
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) IBS Capital LLC is the general partner of The IBS Turnaround (QP) Fund (A Limited Partnership) and The IBS Turnaround Fund (A Limited Partnership). IBS Capital LLC is the investment adviser of The IBS Opportunity Fund (BVI), Ltd.

Pursuant to a series of note issuances on December 30, 2008, the issuer issued to each of The IBS Turnaround (QP) Fund (A Limited Partnership) and The IBS Turnaround Fund (A Limited Partnership) a 10% PIK-Election Convertible Note (collectively, the "0.35 Notes", each a "0.35 Note") on substantially the same terms and conditions. The 1,428,571 shares of common stock of Atlas Mining Co.

- (2) ("Common Stock") into which outstanding amounts are convertible under the 0.35 Notes include: (i) 1,028,571 shares into which amounts payable under a 0.35 Note by the issuer to The IBS Turnaround (QP) Fund (A Limited Partnership) are convertible and (ii) 400,000 shares into which amounts payable under a 0.35 Note by the issuer to The IBS Turnaround Fund (A Limited Partnership) are convertible.

The 0.35 Notes mature on December 15, 2018. At the noteholder's option, amounts outstanding under a 0.35 Note may be converted into Common Stock at any time after the issuer has authorized sufficient shares to convert such amounts outstanding into Common Stock at the conversion price of \$0.35 per share (the "0.35 Conversion Price"). The amount outstanding under a 0.35 Note shall be mandatorily converted into Common Stock of the issuer at the 0.35 Conversion Price of upon: (i) the issuer's authorization of a sufficient number of shares to convert amounts outstanding under all of the notes in the series into Common Stock; (ii) the average closing bid or market price of Common Stock for the preceding five days being in excess of the 0.35 Conversion Price; and (iii) either (a) the issuer has filed a registration statement for the resale the number of shares of Common Stock into which the outstanding amount under a 0.35 Note is convertible or (b) the shares are resalable under Rule 144.

- (3) Pursuant to a series of note issuances on May 4, 2009, the issuer issued to each of The IBS Turnaround (QP) Fund (A Limited Partnership) and The IBS Turnaround Fund (A Limited Partnership) a 10% PIK-Election Convertible Note (collectively, the "0.50 Notes", each a "0.50 Note") on substantially the same terms and conditions. The 1,000,000 shares of Common Stock into which outstanding amounts are convertible under the 0.50 Notes include: (i) 640,000 shares into which amounts payable under a 0.50 Note by the issuer to The IBS Turnaround (QP) Fund (A Limited Partnership) are convertible and (ii) 360,000 shares into which amounts payable under a 0.50 Note by the issuer to The IBS Turnaround Fund (A Limited Partnership) are convertible.

The 0.50 Notes mature on December 15, 2018. At the noteholder's option, amounts outstanding under a 0.50 Note may be converted into Common Stock at any time after the issuer has authorized sufficient shares to convert such amounts outstanding into Common Stock at the conversion price of \$0.50 per share (the "0.50 Conversion Price"). The amount outstanding under a 0.50 Note shall be mandatorily converted into Common Stock of the issuer at the 0.50 Conversion Price of upon: (i) the issuer's authorization of a sufficient number of shares to convert amounts outstanding under all of the notes in the series into Common Stock; (ii) the average closing bid or market price of Common Stock for the preceding five days being in excess of the 0.50 Conversion Price; and (iii) either (a) the issuer has filed a registration statement for the resale the number of shares of Common Stock into which the outstanding amount under a 0.50 Note is convertible or (b) the shares are resalable under Rule 144.

- (4) The 350,000 shares sold on May 6, 2009 were sold as follows: (i) The IBS Turnaround (QP) Fund (A Limited Partnership) sold 255,000 shares to The IBS Opportunity Fund (BVI), Ltd. and (ii) The IBS Turnaround Fund (A Limited Partnership) sold 95,000 shares to The IBS Opportunity Fund (BVI), Ltd. After the completion of the transactions, (i) The IBS Turnaround (QP) Fund (A Limited Partnership) holds 8,415,398 shares; (ii) The IBS Turnaround Fund (A Limited Partnership) holds 3,131,742 shares; and (iii) The IBS Opportunity Fund (BVI), Ltd. holds 2,425,275 shares.

- (5) The 2,500 shares sold on May 6, 2009 were sold as follows: (i) The IBS Turnaround (QP) Fund (A Limited Partnership) sold 1,800 shares and (ii) The IBS Turnaround Fund (A Limited Partnership) sold 700 shares. After the completion of the transactions, (i) The IBS Turnaround (QP) Fund (A Limited Partnership) holds 8,413,598 shares; (ii) The IBS Turnaround Fund (A Limited Partnership) holds 3,131,042 shares; and (iii) The IBS Opportunity Fund (BVI), Ltd. holds 2,425,275 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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