General Moly, Inc Form 4 January 29, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB Number:

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Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * Pennington Robert Ira

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

General Moly, Inc [GMO] 3. Date of Earliest Transaction

(Check all applicable)

C/O GENERAL MOLY, INC., 1726

(Month/Day/Year)

Director X_ Officer (give title

10% Owner Other (specify

(Street)

(State)

01/28/2015

below) below)

Chief Operating Officer

COLE BLVD., SUITE 115

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

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

LAKEWOOD, CO 80401

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(I		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
10% senior convertible promissory notes	(1)	01/28/2015(2)		P		150,000		<u>(1)</u>	<u>(3)</u>	Common Stock	150,
Common stock purchase warrants (right to buy)	\$ 1	01/28/2015(2)		P		150,000		06/26/2015	12/26/2019	Common Stock	150,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pennington Robert Ira C/O GENERAL MOLY, INC. 1726 COLE BLVD., SUITE 115 LAKEWOOD, CO 80401

Chief Operating Officer

Signatures

Jennifer A. D'Alessandro, as attorney-in-fact

01/29/2015

**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).

The notes are convertible at any time at the option of the holder into common stock of the issuer. The conversion price is equal to 80% of the greater of (i) the average volume weighted average price ("VWAP") for the 30 business day period ending on the business day prior to the date of notice of conversion, or (ii) the average VWAP for the 30 business day period ending on the original issue date of the notes; provided that in no event will the conversion price be less than \$0.32. The total number of shares of common stock into which the notes are convertible shall not exceed 100 shares of common stock for each \$100 principal amount converted, subject to adjustment for stock splits, dividends and combinations.

On December 22, 2014, the issuer entered into definitive agreements for the private placement of units, each consisting of consisting of (i) one 10% senior convertible promissory note with an original principal amount of \$100 and (ii) 100 warrants, each exercisable to

- (2) purchase one share of the Company's common stock, par value \$0.001 per share. The private placement closed on December 26, 2014. On January 28, 2015, the final legal condition to issuance of the shares of common stock underlying the notes and warrants was satisfied when the NYSE MKT approved the listing of such shares.
- (3) The notes mature on December 26, 2019.
- (4) The purchase price for each unit was \$100.

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

Reporting Owners 2

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