STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

General Moly, Inc Form 4 April 29, 2015

FORM 4

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

OMB APPROVAL

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add Pennington Ro	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			General Moly, Inc [GMO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O GENERAL MOLY, INC., 1726			04/28/2015	X Officer (give title Other (specify			
COLE BLVD., SUITE 115				below) below) Chief Operating Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LAKEWOOD, CO 80401			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securitie oner Disposee (Instr. 3, 4	d of (Ľ	Price	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/28/2015		С	150,000	A	\$ 0.5166 (1)	625,854	D		
Common							158,000	I	By Robert	

Stock Pennington

Dolores R. Pennington P/ADM Mineral Development LLC Dated 10-15-2007

(2)

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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% senior convertible promissory	\$ 0.5166 (1)	04/28/2015		C		150,000	(3)	<u>(4)</u>	Common Stock	150,000

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

notes

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

04/29/2015

**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 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

- (1) 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.
- (2) Robert Pennington is the sole member of the Robert Pennington Dolores R. Pennington P/ADM Mineral Development LLC.

Reporting Owners 2

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- (3) The notes are convertible at any time at the option of the holder into common stock of the issuer.
- (4) The notes mature on December 26, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.