

RARE ELEMENT RESOURCES LTD  
Form 8-K  
March 13, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): **March 12, 2015**

**RARE ELEMENT RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <b>British Columbia, Canada</b>                                   | <b>001-34852</b>         | <b>Not Applicable</b>                |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File Number) | (IRS Employer Identification<br>No.) |

|  |              |
|--|--------------|
| <b>225 Union Boulevard, Suite 250</b>    |              |
| <b>Lakewood, Colorado</b>                | <b>80228</b> |
| (Address of principal executive offices) | (Zip Code)   |

Registrant's telephone number, including area code: **(720) 278-2460**

**Not Applicable**

(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:

- .. 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 2.02**

**Results of Operations and Financial Condition.**

On March 12, 2015, Rare Element Resources Ltd. issued a press release announcing its financial results for the three and twelve months ended December 31, 2014.

A copy of the press release is attached to this report as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the information set forth in Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01**

**Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.

Description

99.1

Press Release dated March 12, 2015 (a)

(a)

The exhibit relating to Item 2.02 is intended to be furnished to, not filed with, the U.S. Securities and Exchange Commission pursuant to General Instruction B.2 of Form 8-K.

**SIGNATURES**

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.

Date: March 12, 2015

**RARE ELEMENT RESOURCES LTD.**

**/s/ Kelli C. Kast**

By: \_\_\_\_\_

Name:

Kelli C. Kast

Title:

Vice President, General Counsel, and

Chief Administrative Officer

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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

Press Release dated March 12, 2015 (a)

(a)

This exhibit is intended to be furnished to, not filed with, the U.S. Securities and Exchange Commission pursuant to General Instruction B.2 of Form 8-K.