

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: 2013-01-10
SEC Accession No. 0001193125-13-008950

(HTML Version on secdatabase.com)

SUBJECT COMPANY

PLATINUM GROUP METALS LTD

CIK: **1095052** | IRS No.: **000000000** | State of Incorporation: **A1** | Fiscal Year End: **0831**
Type: **SC 13D** | Act: **34** | File No.: **005-78328** | Film No.: **13522048**
SIC: **1040** Gold and silver ores

Mailing Address

328 - 550 BURRARD STREET
SUITE 800
VANCOUVER A1 V6C 2B5

Business Address

328 - 550 BURRARD STREET
SUITE 800
VANCOUVER A1 V6C 2B5
6048995450

FILED BY

Liberty Metals & Mining Holdings, LLC

CIK: **1534935** | IRS No.: **270619441** | Fiscal Year End: **1231**
Type: **SC 13D**

Mailing Address

175 BERKELEY STREET
BOSTON MA 02116

Business Address

175 BERKELEY STREET
BOSTON MA 02116
617-357-9500

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934*
(Amendment No.)**

Platinum Group Metals Ltd.

(Name of Issuer)

Common Shares, No Par Value

(Title of Class of Securities)

72765Q205

(CUSIP Number)

COPY TO:

**Andrew Fagenholz
Corporate Counsel
Liberty Mutual Insurance
175 Berkeley Street
Boston, MA 02116
Tel: 617-357-9500**

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

January 4, 2013

(Dates of Events which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 72765Q205

| | | |
|--|--|--------------------------------------|
| 1. | NAME OF REPORTING PERSONS Liberty Metals & Mining Holdings, LLC | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS OO | |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> N/A | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER 80,310,551 |
| | 8. | SHARED VOTING POWER 0 shares |
| | 9. | SOLE DISPOSITIVE POWER 80,310,551 |
| | 10. | SHARED DISPOSITIVE POWER 0 shares |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 80,310,551 | |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES N/A | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.9% | |
| 14. | TYPE OF REPORTING PERSON OO | |

Item 1. Security and Issuer

The class of equity securities to which this Statement on Schedule 13D (the "Statement") relates is the common stock, no par value (the "Common Stock" or "Platinum Group Common Stock") of Platinum Group Metals Ltd. (the "Issuer" or "Platinum Group"). The principal executive offices of the Issuer are located at Suite 328, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

Item 2. Identity and Background

This Statement is filed on behalf of the following person:

Liberty Metals & Mining Holdings, LLC ("LMMH"), a Delaware limited liability company, 175 Berkeley Street, Boston, Massachusetts 02116. LMMH's principal business is investment in mineral and mining resources and related investments.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the directors, executive officers and controlling persons of LMMH, required by Item 2 of Schedule 13D is listed on Schedule A hereto and is incorporated by reference herein.

Within the last five years, neither LMMH, nor to the best of their respective knowledge, any executive officer or director of LMMH, has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The securities of the Issuer as to which this Schedule 13D relates were acquired by LMMH in the normal course of business, using capital contributions received from its parent, authorized by such parent on August 14, 2012 and December 11, 2012. Of the Common Stock of Issuer that is currently held by LMMH, LMMH acquired the substantial majority in a public offering by Issuer pursuant to a prospectus on SEC Form F-10, dated December 21, 2012 (the "Registration Statement") at a price of CAN\$0.80 per share for a total purchase price for the shares acquired by LMMH in such public offering of CAN\$57,280,000. The remaining Common Stock of the Issuer that is currently held by LMMH was acquired by LMMH in open market purchases in 2011.

Item 4. Purpose of Transaction

LMMH acquired the Issuer's securities for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, LMMH may dispose of or acquire additional securities of the Issuer. LMMH intends to monitor and evaluate its investment in the Issuer in light of pertinent factors, market conditions, the Issuer's performance and prospects, the trading prices of Platinum Group Common Stock, conditions in the industry and general economic conditions. LMMH may make additional purchases of Platinum Group Common Stock in the future through market transactions or otherwise, maintain its current investment, or dispose of some of all of Platinum Group Common Stock. LMMH does not have any current plans or proposals which would relate to or would result in (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a

material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure, including but not limited to, if the Issuer is a registered closed-end-investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940; (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended, or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

The ownership percentages set for below are based on 402,584,542 shares of the Issuer's Common Stock outstanding, as listed in the Registration Statement.

(a) LMMH owns an aggregate amount of 80,310,551 shares of Platinum Group Common Stock, which constitutes approximately 19.9% of the 402,584,542 issued and outstanding shares of Platinum Group Common Stock.

(b) LMMH has the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, 80,310,551 shares. LMMH has no shared power to either vote or dispose of the shares.

(c) During the 60 days preceding the date of this report, the Reporting Person purchased the following shares of the Issuer's Common Stock pursuant to the public offering described in Item 3 above:

| <u>Reporting Person</u> | <u>Date Purchased</u> | <u>Quantity</u> | <u>Price Per Share</u> |
|-------------------------|-----------------------|-----------------|------------------------|
| LMMH | 01/04/2013 | 71,600,000 | CAN\$0.80 |

(d) With respect to LMMH, to the best of its knowledge, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceedings from the sale of, such securities, where such interest relates to either more or less than five percent of the class.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not Applicable.

Item 7. Material to be Filed as Exhibits

None

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LIBERTY METALS & MINING HOLDINGS, LLC

Dated: January 9, 2013

By /s/ Diana J. Walters

Diana J. Walters

President and Chief Executive Officer

Page 5 of 9

SCHEDULE A

Controlling Persons

Liberty Metals & Mining Holdings, LLC, a Delaware limited liability company, is 100% directly owned by Liberty Mutual Insurance Company, a Massachusetts stock insurance company which is an indirect subsidiary of Liberty Mutual Holding Company Inc., a Massachusetts mutual holding company. Liberty Mutual Holding Company Inc. is the ultimate controlling person of Liberty Metals & Mining Holdings, LLC. Liberty Mutual Holding Company Inc. is a mutual holding company wherein its members are entitled to vote at meetings of the company. No such member is entitled to cast 10% or more of the votes. Liberty Mutual Holding Company Inc. has issued no voting securities.

The director and officer information for Liberty Metals & Mining Holdings, LLC, Liberty Mutual Insurance Company and Liberty Mutual Holding Company Inc. is as follows:

Liberty Metals & Mining Holdings, LLC

175 Berkeley Street
Boston, Massachusetts 02116

Executive Officers

A. Alexander Fontanes
Chairman of the Board
Citizenship: U.S.A

Diana J. Walters
Chief Executive Officer,
President and Treasurer
Citizenship: U.S.A

Dennis J. Langwell
Chief Financial Officer and
Senior Vice President
Citizenship: U.S.A.

Dexter R. Legg
Secretary and
Vice President
Citizenship: U.S.A

Christopher Noel Dunn
Senior Vice President
Citizenship: British

James F. Kelleher
Senior Vice President
Citizenship: U.S.A

Sheila M. Lyons
Vice President
Citizenship: U.S.A

Gary J. Ostrow
Vice President
Citizenship: U.S.A

Cary Bailey
Assistant Treasurer
Citizenship: U.S.A

Kevin Donahue
Assistant Treasurer
Citizenship: U.S.A

David G. Hayter
Assistant Treasurer
Citizenship: U.S.A

Michael P. Russell
Assistant Treasurer
Citizenship: U.S.A

Joshua E. Beiser
Assistant Secretary
Citizenship: U.S.A

Kristin L. Kelley
Assistant Secretary
Citizenship: U.S.A

James R. Pugh
Assistant Secretary
Citizenship: U.S.A

Directors

A. Alexander Fontanes
Chairman of the Board
Citizenship: U.S.A

Dennis J. Langwell
Chief Financial Officer
and Senior Vice President

James F. Kelleher
Senior Vice President
Citizenship: U.S.A.

Liberty Mutual Insurance Company

175 Berkeley Street
Boston, Massachusetts 02116

Executive Officers

David H. Long
*Chairman of the Board, President
and Chief Executive Officer*
Citizenship: U.S.A.

James P. Condrin, III
Executive Vice President
Citizenship: U.S.A.

Dexter R. Legg
Vice President and Secretary
Citizenship: U.S.A.

Timothy M. Sweeney
Executive Vice President
Citizenship: U.S.A.

A. Alexander Fontanes
*Executive Vice President and
Chief Investment Officer*
Citizenship: U.S.A.

Christopher L. Peirce
Executive Vice President
Citizenship: U.S.A.

James M. McGlennon
*Senior Vice President and
Chief Information Officer*
Citizenship: U.S.A.

Laurance H.S. Yahia
Vice President and Treasurer
Citizenship: U.S.A.

Dennis J. Langwell
*Senior Vice President and Chief
Financial Officer*
Citizenship: U.S.A.

James F. Kelleher
*Senior Vice President and
Chief Legal Officer*
Citizenship: U.S.A.

Paul G. Alexander
Senior Vice President
Citizenship: U.S.A.

J. Eric Brosius
*Senior Vice President and
Corporate Actuary*
Citizenship: U.S.A.

Melanie M. Foley
Senior Vice President
Citizenship: U.S.A.

John D. Doyle
*Vice President and
Comptroller*
Citizenship: U.S.A.

Directors

David H. Long
*Chairman of the Board, President
and Chief Executive Officer*
Citizenship: U.S.A.

A. Alexander Fontanes
*Executive Vice President and
Chief Investment Officer*
Citizenship: U.S.A.

Dennis J. Langwell
*Senior Vice President and Chief
Financial Officer*
Citizenship: U.S.A.

James F. Kelleher
*Senior Vice President and
Chief Legal Officer*
Citizenship: U.S.A.

Dexter R. Legg
Vice President and Secretary
Citizenship: U.S.A.

Timothy M. Sweeney
Executive Vice President
Citizenship: U.S.A.

Christopher L. Peirce
Executive Vice President
Citizenship: U.S.A.

Paul J. Condrin, III
Executive Vice President
Citizenship: U.S.A.

Executive Officers and Directors of Ultimate Control Person

Liberty Mutual Holding Company Inc.

175 Berkeley Street
Boston, Massachusetts 02116

Executive Officers

Edmund F. Kelly
Chairman of the Board
Citizenship: U.S.A.

David H. Long
Chief Executive Officer
and President
Citizenship: U.S.A.

James P. Condrin, III
Executive Vice President
Citizenship: U.S.A.

A. Alexander Fontanes
Executive Vice President and
Chief Investment Officer
Citizenship: U.S.A.

Christopher L. Peirce
Executive Vice President
Citizenship: U.S.A.

Timothy M. Sweeney
Executive Vice President
Citizenship: U.S.A.

Dennis J. Langwell
Senior Vice President and
Chief Financial Officer
Citizenship: U.S.A.

James M. McGlennon
Senior Vice President and
Chief Information Officer
Citizenship: U.S.A.

Laurance H.S. Yahia
Vice President and Treasurer
Citizenship: U.S.A.

Dexter R. Legg
Vice President and Secretary
Citizenship: U.S.A.

James F. Kelleher
Senior Vice President and
Chief Legal Officer
Citizenship: U.S.A.

Paul G. Alexander
Senior Vice President
Citizenship: U.S.A.

J. Eric Brosius
Senior Vice President and
Corporate Actuary
Citizenship: U.S.A.

Melanie M. Foley
Senior Vice President
Citizenship: U.S.A.

John D. Doyle
Vice President and Comptroller
Citizenship: U.S.A.

Luis Bonell
Executive Vice President
Citizenship: Spain

Liberty Mutual Holding Company Inc.

175 Berkeley Street
Boston, Massachusetts 02116

Directors

Michael J. Babcock
Private Investor
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Marian L. Heard
President and
Chief Executive Officer
Oxen Hill Partners
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Martin P. Slark
Vice Chairman and Chief
Executive Officer
Molex Incorporated
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Francis A. Doyle, III
President and
Chief Operating Officer and
President
Connell Limited Partnership
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Nicholas M. Donofrio
Private Investor
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Edmund F. Kelly
Chairman of the Board
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Charles I. Clough, Jr.
Chairman and
Chief Executive Officer
Clough Capital Partners, LP
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Thomas J. May
Chairman, President and
Chief Executive Officer
NSTAR
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Ellen A. Rudnick
Executive Director and Clinical
Professor, Polsky Center for
Entrepreneurship, University of
Chicago Booth School of Business
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

David H. Long
Chief Executive Officer
and President
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

John P. Manning
Chief Executive Officer
Boston Capital Corporation
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

William C. Van Faasen
Private Investor
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Stephen F. Page
Private Investor
c/o Liberty Mutual Holding
Company Inc.
Citizenship: U.S.A.

Annette M. Verschuren
Private Investor
c/o Liberty Mutual Holding
Company Inc.
Citizenship: Canada