

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: **2012-04-30**
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FILED BY

HOFF MATTHEW J

CIK: [1444542](#)
Type: **SC 13D**

Mailing Address
12 NORTH WASHINGTON
STREET
MONTOURSVILLE PA 17754

SUBJECT COMPANY

U.S. RARE EARTHS, INC

CIK: [1098881](#) | IRS No.: **870638338** | State of Incorporation: **NV** | Fiscal Year End: **0831**
Type: **SC 13D** | Act: **34** | File No.: [005-86818](#) | Film No.: **12791960**
SIC: **7310** Advertising

Mailing Address
12 GUNNEBO DRIVE
LONOKE AR 72086

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12 GUNNEBO DRIVE
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501-676-2994

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

U.S. RARE EARTHS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.00001 PER SHARE

(Title of Class of Securities)

19655K 10 3

(CUSIP Number)

Matthew J. Hoff, Trustee
Hoff Family Trust
91 Faircrest Road
Montoursville, PA 17754
(501) 676-2994

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

April 27, 2012

Date of Event Which Requires Filing of This Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that 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 Section 240.13D-7 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. 19655K 10 3

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Matthew J. Hoff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
US

NUMBER OF 7 SOLE VOTING POWER 1,585,000 SHARES
SHARES

BENEFICIALLY 8 SHARED VOTING POWER 0 SHARES
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER 1,585,000 SHARES
REPORTING

PERSON 10 SHARED DISPOSITIVE POWER 0 SHARES
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,585,000 SHARES

12 CHECK BOX IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.7%

14 TYPE OF REPORTING PERSON*
IN

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D ("13D") relates to the shares of common stock, par value \$0.00001 per share (the "Common Stock"), of U. S. Rare Earths, Inc. ("USRE"), a Nevada corporation, whose principal executive office is located at 12 Gunnebo Drive, Lonoke, Arkansas. The principal executive officer is Michael D. Parnell, Chief Executive Officer.

This 13D provides notice of the shareholders ownership position as of April 27, 2012.

ITEM 2. IDENTITY AND BACKGROUND.

This 13D is being filed pursuant to Rule 13D-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Matthew J. Hoff is a Pennsylvania citizen. This "Reporting Party" is an "institutional investor" or an "accredited investor."

Information with respect to this Reporting Person is given solely by such Reporting Person.

(No Biography)

The principal business address of Matthew J. Hoff is 91 Faircrest Road, Montoursville, PA 17754.

During the last five years, the Reporting Person, to the best of his knowledge, has not been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors). During the last five years, the Reporting Person, to the best of his knowledge, has not been a 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.

See description to Item 4.

ITEM 4. PURPOSE OF TRANSACTION.

The Common Stock were acquired for, and are being held for, investment purposes.

This 13D provides notice of the shareholders ownership position as of April 27, 2012.

Other

The Reporting Person may purchase additional shares of Common Stock from time to time depending upon price, market conditions, availability of funds, evaluation of other investment opportunities, and other factors. The Reporting Person have no present intention to sell any shares of Common Stock, although any Reporting Person could determine from time to time, based upon the same factors listed above for purchases, to sell some or all of the shares of Common Stock held by such Reporting Person.

The Reporting Person do not have any plans or proposals that would result in any of the actions or transactions described in clauses (a)through (j) of Item 4 of Schedule 13D, except as previously disclosed in this Schedule 13D, as amended, or as set forth above.

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ITEM 5. INTEREST IN SECURITIES OF ISSUER.

(a) As of April 27, 2012, Mr. Hoff beneficially owned 1,585,000 shares of Common Stock individually.

Mr. Hoff owned 7.7% of the Common Stock outstanding, based on total shares of Common Stock outstanding as of April 27, 2012 of 20,680,777 shares. Mr. Hoff beneficially owned 6.5% of the Common Stock outstanding, based on total shares of Common Stock outstanding as of April 27, 2012 of 24,305,175 shares on a fully diluted basis.

(b) As of April 27, 2012, Mr. Hoff had sole voting power and sole dispositive power with respect to 1,585,000 shares of Common Stock individually.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as described herein, no Reporting Person nor any other person referred to in Item 2 herein, has any contract, arrangements understandings or relationship (legal or otherwise) with any person with respect to any securities

of the Issuer, including but not limited to the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

(a) Not applicable.

SIGNATURE

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.

Dated: April 27, 2012

Matthew J. Hoff
Hoff Family Trust

By: /s/ Matthew J. Hoff

Name: Matthew J. Hoff
Hoff Family Trust
Investor

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)