

Honig Barry C
Form 4
May 22, 2018

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

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Honig Barry C

(Last) (First) (Middle)

555 SOUTH FEDERAL
HIGHWAY, SUITE 450

(Street)

BOCA RATON, FL 33432

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Pershing Gold Corp. [PGLC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2018		P		205	A	\$ 1.96	3,985,428	I	See footnote ⁽¹⁾
Common Stock	05/18/2018		P		10	A	\$ 1.95	3,985,438	I	See footnote ⁽¹⁾
Common Stock	05/21/2018		P		4,785	A	\$ 1.96	3,990,223	I	See footnote ⁽¹⁾
Common Stock	05/21/2018		P		5,000	A	\$ 1.93	3,995,223	I	See footnote ⁽¹⁾
Common Stock	05/21/2018		P		2,475	A	\$ 1.89	3,997,698	I	See footnote ⁽¹⁾

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Common Stock	05/21/2018	P	7,525	A	\$ 1.88	4,005,223	I	See footnote <u>(1)</u>
Common Stock						2,395,600	D	
Common Stock						121,500	I	See footnote <u>(2)</u>
Common Stock						1,763,522	I	See footnote <u>(3)</u>
Common Stock						89,148	I	See footnote <u>(4)</u>

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Honig Barry C 555 SOUTH FEDERAL HIGHWAY SUITE 450 BOCA RATON, FL 33432	X	X		

Signatures

/s/Barry C.
Honig

05/22/2018

__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).
- (1) The securities reported on this line are held by GRQ Consultants, Inc. 401K of which Barry Honig ("Mr. Honig") is Trustee and in such capacity is deemed to hold voting and dispositive power over the securities held by GRQ Consultants, Inc. 401K.
- (2) The securities reported on this line are held by GRQ Consultants, Inc. of which Mr. Honig is President and in such capacity is deemed to hold voting and dispositive power over the securities held by GRQ Consultants, Inc.
- (3) The securities reported on this line are held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig of which Mr. Honig is Trustee and in such capacity is deemed to hold voting and dispositive power over the securities held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig.
- (4) The securities reported on this line are held by GRQ Consultants, Inc. Defined Benefit Plan of which Mr. Honig is President and in such capacity is deemed to hold voting and dispositive power over the securities held by GRQ Consultants, Inc. Defined Benefit Plan.

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.