

Honig Barry C
Form 4
April 12, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

215 SE SPANISH TRAIL

(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)
04/03/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	04/03/2019		D	5,269,167	D <u>11</u> 0	I	See Footnote (2)
Common Stock	04/03/2019		D	3,277,967	D <u>11</u> 0	D ⁽³⁾	
Common Stock	04/03/2019		D	130,892	D <u>11</u> 0	I	See Footnote (4)
Common Stock	04/03/2019		D	1,767,575	D <u>11</u> 0	I	See Footnote (5)

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Common Stock	04/03/2019	D	89,147	D	<u>(1)</u>	0	I	See Footnote (6)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Series E Convertible Preferred Stock	(8)	04/03/2019		D	1,495,606	(7)	(7)	Common Stock	1,495,606
Series E Convertible Preferred Stock	(8)	04/03/2019		D	301,950	(7)	(7)	Common Stock	301,950
Series E Convertible Preferred Stock	(8)	04/03/2019		D	731,892	(7)	(7)	Common Stock	731,892
Series E Convertible Preferred Stock	(8)	04/03/2019		D	205,425	(7)	(7)	Common Stock	205,425
Warrants	(9)	04/03/2019		D	396,039	12/19/2017	12/19/2019	Common Stock	396,039
Options	(10)	04/03/2019		D	22,223	09/29/2010	09/29/2020	Common Stock	22,223
Options	(10)	04/03/2019		D	666,667	04/06/2012	04/06/2022	Common Stock	666,667
Options	(10)	04/03/2019		D	55,556	06/18/2012	06/18/2022	Common Stock	55,556

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Honig Barry C 215 SE SPANISH TRAIL BOCA RATON, FL 33432			X	

Signatures

/s/ Barry C.
Honig
04/12/2019
Date
Signature of Reporting Person

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).
- This transaction reflects the disposition of the securities of the Issuer held by the reporting person pursuant to the Agreement and Plan of Merger dated September 28, 2018, as amended on March 1, 2019 (the "Merger Agreement"), by and among the Issuer, Americas Silver Corporation ("Americas Silver") and R Merger Sub, Inc. The parties completed the merger (the "Merger") on April 3, 2019 (the "Closing Date"). On the Closing Date, each share of Common Stock was canceled and extinguished and automatically converted into the right to receive 0.715 common shares of Americas Silver at a market value of \$1.53 per share as of the Closing Date.
- (1) Corporation ("Americas Silver") and R Merger Sub, Inc. The parties completed the merger (the "Merger") on April 3, 2019 (the "Closing Date"). On the Closing Date, each share of Common Stock was canceled and extinguished and automatically converted into the right to receive 0.715 common shares of Americas Silver at a market value of \$1.53 per share as of the Closing Date.
 - (2) 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.
 - (3) The securities reported on this line represent 2,845,890 shares of Common Stock held by Mr. Honig, individually, and 432,077 shares of Common Stock held by Mr. Honig and his spouse, Renee Honig, as tenants by the entirety.
 - (4) 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.
 - (5) 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.
 - (6) 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
 - (7) Such Series E Preferred Stock may be converted at any time and from time to time and has no expiration date.
 - (8) This transaction reflects the disposition of securities in connection with the Merger whereby the Series E Convertible Preferred Stock held by the reporting person was exchanged at a ratio of 461.440 preferred shares of Americas Silver for each share of Series E Preferred Stock.
 - (9) This transaction reflects the disposition of securities in connection with the Merger whereby each outstanding warrant to purchase Common Stock was terminated.
 - (10) This transaction reflects the disposition of securities in connection with the Merger whereby each outstanding stock option to purchase Common Stock was terminated.

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.