

NORTH AMERICAN PALLADIUM LTD

Form 6-K

December 19, 2012

## **SECURITIES AND EXCHANGE COMMISSION**

### **FORM 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of**

**The Securities Exchange Act of 1934**

For the month of December, 2012

Commission File Number: 1-15142

## **NORTH AMERICAN PALLADIUM LTD.**

**(Name of Registrant)**

**200 Bay Street**

**Royal Bank Plaza, South Tower**

**Suite 2350**

**Toronto, Ontario**

**Canada M5J 2J2**

**(Address of Principal Executive Offices)**

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Indicate by checkmark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  or Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by checkmark whether the registrant, by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  Assigned File No. \_\_\_\_\_ No

If  Yes is marked, indicate the file number assigned to the Registrant in connection with Rule 12g3-2(b).

This report on Form 6-K is specifically incorporated by reference into North American Palladium's registration statement on Form S-8 (File No. 333-13766).

**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, thereunto duly authorized.

**NORTH AMERICAN PALLADIUM LTD.**

Date: December 19, 2012

By: /s/ Tess Lofsky  
Tess Lofsky

Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description of Exhibit</b>         |
|----------------|---------------------------------------|
| 1              | Material Change Report April 30, 2012 |
| 2              | Material Change Report July 10, 2012  |