

NORTH AMERICAN PALLADIUM LTD  
Form 40-F  
March 20, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 40-F

- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934
- ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

Commission File Number: 1-15142

## North American Palladium Ltd.

(Exact name of Registrant as specified in its charter)

Canada  
(Province or other Jurisdiction of  
Incorporation or Organization)

1000  
(Primary Standard Industrial  
Classification Code Number)

Not Applicable  
(I.R.S. Employer  
Identification No.)

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200 Bay Street

Royal Bank Plaza, South Tower

Suite 2350, Toronto, Ontario

Canada M5J 2J2

(416) 360-7590

(Address and telephone number of Registrant's principal executive offices)

CT Corporation System

111 Eighth Avenue

New York, NY 10011

(212) 894-8940

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

Title of Each Class	Name of Each Exchange on Which Registered
Common Shares, No Par Value	NYSE MKT LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

None

For annual reports, indicate by check mark the information filed with this Form:

Annual information form                       Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**The Registrant had 177,127,833 Common Shares outstanding as at December 31, 2012**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes " " No "

**CAUTIONARY NOTE TO UNITED STATES INVESTORS CONCERNING**

**ESTIMATES OF MEASURED, INDICATED AND INFERRED MINERAL RESOURCES**

Unless otherwise indicated, all reserve and resource estimates included in this Annual Report on Form 40-F (this Annual Report ) have been prepared in accordance with Canadian National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ( NI 43-101 ) and the Canadian Institute of Mining, Metallurgy and Petroleum classification system. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission (the SEC ), and reserve and resource information included herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, this Annual Report uses the terms measured resources, indicated resources and inferred resources. U.S. investors are advised that, while such terms are recognized and required by Canadian securities laws, the SEC does not recognize them. The requirements of NI 43-101 for the identification of reserves are also not the same as those of the SEC, and reserves reported by the Registrant in compliance with NI 43-101 may not qualify as reserves under SEC standards. Under U.S. standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. U.S. investors are cautioned not to assume that any part of a measured resource or indicated resource will ever be converted into a reserve. U.S. investors should also understand that inferred resources have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. It cannot be assumed that all or any part of inferred resources exist, are economically or legally mineable or will ever be upgraded to a higher category. Under Canadian rules, estimated inferred resources may not form the basis of feasibility or pre-feasibility studies except in rare cases. In addition, disclosure of contained ounces in a mineral resource is permitted disclosure under Canadian regulations. However, the SEC normally only permits issuers to report mineralization that does not constitute reserves by SEC standards as in place tonnage and grade, without reference to unit measures. Accordingly, information concerning mineral deposits set forth in this Annual Report may not be comparable with information made public by companies that report in accordance with U.S. standards.

**A. Disclosure Controls and Procedures**

Disclosure controls and procedures are defined in Rule 13a-15(e) under the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), as those controls and other procedures that are designed to ensure that information required to be disclosed by the Registrant in reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Rule 13a-15(e) also provides that disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Registrant is accumulated and communicated to the Registrant's management as appropriate to allow timely decisions regarding required disclosure.

The Registrant's Interim Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Registrant's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act, as of December 31, 2012 and have determined that such disclosure controls and procedures were effective as of December 31, 2012. See Management's Discussion and Analysis of Operations and Financial Position Internal Controls Disclosure Controls and Procedures included in Exhibit 1.2 to this Annual Report.

**B. Management's Annual Report on Internal Control Over Financial Reporting**

The Registrant's management is responsible for establishing and maintaining adequate internal control over financial reporting. Rules 13a-15(f) and 15d-15(f) under the Exchange Act define internal control over financial reporting as a process designed by, or under the supervision of, the Registrant's principal executive and principal financial officers and effected by the Registrant's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Registrant; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Registrant are being made only in accordance with authorizations of management and directors of the Registrant; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Registrant's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any evaluation of effectiveness of internal control over financial reporting to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Registrant's internal control over financial reporting as at December 31, 2012. In making this assessment, the Registrant's management used the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. This assessment included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this assessment. Based on this assessment, the Registrant's management has concluded that the Registrant's internal control over financial reporting was effective as of December 31, 2012 and no material weaknesses were discovered. See Management's Discussion and Analysis of Operations and Financial Position Internal Controls Internal Control over Financial Reporting included in Exhibit 1.2 to this Annual Report.

The Registrant's auditor, the registered public accounting firm that audited the financial statements filed as an exhibit to this Annual Report, has issued an attestation report on management's assessment of internal control over financial reporting as at December 31, 2012. The auditor's attestation report on management's assessment of the Registrant's internal control over financial reporting is filed as Exhibit 1.4 to this Annual Report.

**C. Attestation Report of the Registered Public Accounting Firm**

The attestation report of KPMG LLP on management's assessment of internal control over financial reporting as at December 31, 2012 is filed as Exhibit 1.4 to this Annual Report.

**D. Changes in Internal Control Over Financial Reporting**

During the period covered by this Annual Report, there have been no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

**E. Notice of Pension Fund Blackout Period**

The Registrant was not required by Rule 104 of Regulation BTR to send any notice to any of its directors or executive officers during the fiscal year ended December 31, 2012.

**F. Audit Committee Financial Expert**

The Registrant's board of directors has determined that Mr. Gregory J. Van Staveren, an individual serving on the audit committee of the Registrant's board of directors, is an audit committee financial expert within the meaning of General Instruction B(8)(b) of Form 40-F under the Exchange Act and is independent within the meaning of Rule 10A-3 under the Exchange Act and applicable Canadian requirements.

The SEC has indicated that the designation or identification of a person as an audit committee financial expert does not make such person an expert for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee and the board of directors who do not carry this designation or identification, or affect the duties, obligations or liability of any other member of the audit committee or board of directors.

**G. Code of Ethics**

The Registrant's board of directors has adopted a code of ethics that applies to all directors, officers and employees, including its Chief Executive Officer, Chief Financial Officer and other senior officers. The Registrant will provide a copy of the code of ethics without charge to any person that requests a copy by contacting the Corporate Secretary of the Registrant at the address that appears on the cover page of this Annual Report.

**H. Principal Accountant Fees and Services**

*Audit Fees*

The aggregate fees billed by KPMG LLP, Chartered Accountants, the Registrant's external auditors, for the fiscal years ended December 31, 2012 and 2011 for audit services, including professional services that are normally provided by external auditors in connection with statutory and regulatory filings or engagements for such years were Cdn\$543,282 and Cdn\$556,000, respectively.

*Audit-Related Fees*

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2012 and 2011 for assurance and related services rendered by it that are reasonably related to the performance of the audit or review of the Registrant's financial statements and that are not reported above as audit fees were Cdn\$67,000 and Cdn\$30,000, respectively. In 2012, these fees were paid for services rendered in connection with French translation services for various documents including quarterly financial statements and Management's Discussion and Analysis. In 2011, these fees were paid for services rendered in connection with the 2011 prospectus filing.

*Tax Fees*

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2012 and 2011 for professional services rendered by it for tax compliance, tax advice, tax planning and other services were Cdn\$63,812 and Cdn\$104,765, respectively. Tax services included preparation of corporate tax returns and review of tax provisions. In 2012, such fees were paid for the preparation of federal/provincial tax returns and other tax compliance and tax advisory services. In 2011, such fees were paid for the preparation of federal/provincial tax returns.

*All Other Fees*

The aggregate fees billed by KPMG for the fiscal years ended December 31, 2012 and 2011 other than for the services reported in the preceding three paragraphs, were Cdn\$nil, and Cdn\$nil, respectively.

*Audit Committee Pre-Approval Policies and Procedures*

All audit and non-audit services performed by the Registrant's external auditor must be pre-approved by the audit committee of the Registrant.

For the fiscal year ended December 31, 2012, all audit and non-audit services performed by KPMG LLP were pre-approved by the audit committee of the Registrant.

**I. Off-Balance Sheet Arrangements**

The Registrant is not a party to any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**J. Tabular Disclosure of Contractual Obligations**

See Management's Discussion and Analysis of Operations and Financial Position Financial Condition, Cash Flows, Liquidity and Capital Resources Contractual Obligations, included in Exhibit 1.2 to this Annual Report.

**K. Identification of the Audit Committee**

The Registrant has established a separately-designated standing audit committee in accordance with Section 3(a)(58)(A) of the Exchange Act. The audit committee is comprised of Messrs. Steven R. Berlin (Chairman), Gregory J. Van Staveren, C. David A. Comba and Robert J. Quinn. Messrs. Berlin, Van Staveren, Comba and Quinn are independent as such term is defined under the rules and regulations of the NYSE MKT LLC.

**L. Critical Accounting Policies**

See Management's Discussion and Analysis of Operations and Financial Position Critical Accounting Policies and Estimates, included in Exhibit 1.2 to this Annual Report.

**M. Interactive Data File**

The Registrant is not currently required to submit to the Commission, nor post to its corporate website, an Interactive Data File.

**N. Mine Safety**

The Registrant is not currently required to disclose the information required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act.



**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

**A. Undertaking**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

**B. Consent to Service of Process**

The Registrant has previously filed with the SEC a Form F-X in connection with its common shares. Any change to the name or address of the agent for service of process shall be communicated promptly to the SEC by an amendment to the Form F-X.

**EXHIBITS**

The following exhibits are filed as part of this Annual Report:

<b>Number</b>	<b>Document</b>
1.1	Annual Information Form for the year ended December 31, 2012
1.2	Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2012
1.3	Audited Consolidated Financial Statements for the year ended December 31, 2012, prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, including the report of the auditors thereon
1.4	Reports of Independent Registered Public Accounting Firm on the Registrant's Audited Consolidated Financial Statements and on internal control over financial reporting as of December 31, 2012
23.1	Consent of KPMG LLP
23.2	Consent of Tetra Tech WEI Inc. Todd McCracken, P. Geo.
23.3	Consent of Tetra Tech WEI Inc. William Richard McBride, P. Eng.
23.4	Consent of Tetra Tech WEI Inc. Phillip Bridson, P. Eng.
23.5	Consent of Tetra Tech WEI Inc. Todd Kanhai, P. Eng.
23.6	Consent of David N. Penna
23.7	Consent of Kevin Small
31.1	Certification of the CEO and CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**NORTH AMERICAN PALLADIUM LTD.**

Dated: March 20, 2013

By: /s/ André J. Douchane  
Name: André J. Douchane  
Title: Interim Chief Executive Officer

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