

HEARN NATALIYA
Form 5
July 28, 2011

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HEARN NATALIYA

2. Issuer Name and Ticker or Trading Symbol
American Rare Earths & Materials, Corp. [OTC: AREM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O AMERICAN RARE EARTHS AND MATERIALS, 200 QUEENS QUAY EAST, UNIT # 1

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TORONTO, A6 M5A 4K9

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 452,030 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title |
| Warrants | \$ 0.12 | 01/01/2011 | Â | A | 200,000 | Â | 01/01/2011 01/01/2012 | Common Stock |
| Series A Convertible Preferred Stock | \$ 5.1 | Â | Â | Â | Â | Â | 02/22/2006 Â (2) | Common Stock |
| Convertible Debt | \$ 0.45 | 11/23/2009 | Â | A | 1,686,415 | Â | 11/23/2009 Â (2) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEARN NATALIYA C/O AMERICAN RARE EARTHS AND MATERIALS, 200 QUEENS QUAY EAST, UNIT # 1 TORONTO, Â A6Â M5A 4K9 | Â | Â | Â Chief Executive Officer | Â |

Signatures

/s/ Nataliya Hearn 07/28/2011

__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) Securities issued to Reporting Person as compensation for services performed. Securities issued to Reporting Person as compensation for services performed. Title of Security Exercise Price Grant date Number of Securities Date exercisable Expiration date Underlying securities
Warrants 0.12 1/01/2009 200,000 1/01/2009 1/01/2012 Common Stock Warrants 0.12 1/01/2010 200,000 1/01/2010 1/01/2012 Common Stock Warrants 0.12 1/01/2011 200,000 1/01/2011 1/01/2012 Common Stock

(2) Security is convertible at any time.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.