

EMC METALS CORP.
Form 10-K/A
June 05, 2012

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

FORM 10-K/A
Amendment No. 2

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2011**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

000-54416
(Commission File Number)

EMC METALS CORP.
(Name of registrant in its charter)

British Columbia, Canada
(State or other jurisdiction
of incorporation or organization)

98-1009717
(IRS Employer
Identification No.)

1430 Greg Street, Suite 501, Sparks, Nevada
(Address of principal executive offices)

89431
(Zip Code)

Issuer's telephone number: **(775) 355-9500**

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under section 12(g) of the Exchange Act: **Common shares without par value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes [] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

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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

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter:
\$19,517,255 as at June 30, 2011.

Indicate the number of shares outstanding of each of the registrant's classes of common equity, as of the latest practicable date: 150,678,713.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the Securities and Exchange Commission (the SEC) on February 14, 2012, as amended on April 30, 2012, is being filed to correct the missing conforming signature on the audit report filed with the original Form 10-K.

PART IV

Financial Statements

| Description | Page |
|--|------------|
| <u>Report of Independent Registered Public Accounting Firm for the years ended December 31, 2011 and 2010.</u> | <u>F-1</u> |

Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> | <u>Manner of Filing</u> |
|---------------------------|---|--------------------------------|
| <u>31.1</u> | <u>Rule 13a-14(a)/15(d)-14(a) Certification - Principal Executive Officer</u> | <u>Filed herewith</u> |
| <u>31.2</u> | <u>Rule 13a-14(a)/15(d)-14(a) Certification - Principal Financial Officer</u> | <u>Filed herewith</u> |
| <u>32.1</u> | <u>Section 1350 Certification of the Principal Executive Officer</u> | <u>Filed herewith</u> |
| <u>32.2</u> | <u>Section 1350 Certification of the Principal Financial Officer</u> | <u>Filed herewith</u> |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

EMC Metals Corp.

By: /s/ George Putnam
George Putnam
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Edward Dickinson
Edward Dickinson
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: June 5, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|--------------|
| /s/ George Putnam George Putnam | President, Chief Executive Officer, and Director | June 5, 2012 |
| /s/ William Harris William Harris | Chairman and Director | June 5, 2012 |
| /s/ Willem Duyvesteyn Willem Duyvesteyn | Director | June 5, 2012 |
| /s/ Barry Davies Barry Davies | Director | June 5, 2012 |