

Mooney Frank Steven
 Form 3
 May 31, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Mooney Frank Steven		(Month/Day/Year)	RARE ELEMENT RESOURCES LTD [REEMF]	
(Last)	(First)	(Middle)	05/24/2018	
P.O. BOX 271049			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
LITTLETON,Â COÂ 80127			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	80,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: Mooney Frank Steven - Form 3

				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	10/17/2018	Common Shares	65,000	\$ 2.09	D	Â
Stock Option (Right to Buy)	Â (2)	06/12/2019	Common Shares	20,000	\$ 1.23	D	Â
Stock Option (Right to Buy)	Â (3)	06/17/2020	Common Shares	100,000	\$ 0.53	D	Â
Stock Option (Right to Buy)	12/13/2016	12/13/2021	Common Shares	100,000	\$ 0.04	D	Â
Stock Option (Right to Buy)	Â (4)	12/13/2021	Common Shares	100,000	\$ 0.04	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mooney Frank Steven P.O. BOX 271049 LITTLETON,Â COÂ 80127	Â X	Â	Â	Â

Signatures

/s/ Randall J. Scott as Attorney-in-Fact for Frank Steven Mooney

05/31/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock option vested and became exercisable as follows: 13,000 on 2/17/2014, 13,000 on 6/17/2014, 13,000 on 10/17/2014, 13,000 on 1/17/2015, and 13,000 on 4/17/2015.
- (2) The stock option vested and became exercisable as follows: 4,000 on 10/12/2014, 4,000 on 2/12/2015, 4,000 on 6/12/2015, 4,000 on 9/12/2015, and 4,000 on 12/12/2015.
- (3) The stock option vested and became exercisable as follows: 20,000 on 10/17/2015, 20,000 on 2/17/2016, 20,000 on 6/17/2016, 20,000 on 9/17/2016 and 20,000 on 12/17/2016.
- (4) The stock option vested and became exercisable as follows: 50,000 on 12/13/2016, 25,000 on 3/31/2017, and 25,000 on 6/30/2017.

Â

Remarks:

ExhibitÂ List:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

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.