

RARE ELEMENT RESOURCES LTD  
Form 8-K  
May 16, 2012

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

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report: May 10, 2012**

(Date of earliest event reported)

**RARE ELEMENT RESOURCES LTD.**

(Exact Name of Registrant as Specified in Charter)

**British Columbia, Canada**

(State or Other Jurisdiction of Incorporation)

**001-34852**  
(Commission File Number)

**Not Applicable**  
(IRS Employer Identification No.)

**225 UNION BLVD., SUITE 250, LAKEWOOD, COLORADO 80228**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(720) 278-2460**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition**

On May 10, 2012, the Registrant issued a press release announcing its financial results for the third quarter of fiscal 2012 ended March 31, 2012.

A copy of the press release is attached to this report as Exhibit 99.1

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 2.02 and in the press release is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended.

**Item 7.01 Regulation FD Disclosure**

On May 10, 2012, the Registrant issued a press release announcing the filing of the March 31, 2012 third quarter financial results.

A copy of the press release is attached to this report as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be furnished and shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01 Exhibits**

99.1

Press Release dated May 10, 2012\*

\*The Exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to General Instruction B.2 of Form 8-K and Regulation FD.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RARE ELEMENT RESOURCES LTD.**

(Registrant)

Dated: May15, 2012

By: /s/ David Suleski

David Suleski

Chief Financial Officer

**EXHIBIT INDEX**

The following Exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

| <b><u>Exhibit</u></b> | <b><u>Description</u></b>               |
|-----------------------|-----------------------------------------|
| 99.1                  | <u>Press Release dated May 10, 2012</u> |