

RARE ELEMENT RESOURCES LTD  
Form 6-K/A  
September 09, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K /A**

Amendment No. 2

**REPORT OF FOREIGN ISSUER PURSUANT TO RULE 13a-16 AND 15d-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of:

May 2010

SEC File No. 000-53834

**RARE ELEMENT RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

325 Howe St., #410, Vancouver, British Columbia, Canada V6C 1Z7

(Address of principal executive offices)

Explanatory Note

This amendment on Form 6-K has been filed to submit updates for US GAAP note to the interim financial statements for the period ended March 31, 2010, as filed with the Securities Exchange Commission on June 8, 2010.

Exhibit 99.1 - Interim Financial Statements: Nine Months Ended 3/31/2010

Exhibit 99.2 - Form 52-109FV2: CEO Certification of Interim Filings

Exhibit 99.3 - Form 52-109FV2: CFO Certification of Interim Filings

Indicate by check mark whether the Registrant files annual reports under cover of Form 20-F or Form 40-F

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under Securities Exchange Act of 1934.

Yes  No

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 6-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Rare Element Resources Ltd. -- SEC File No. 000-53834

(Registrant)

Date: September 8, 2011

/s/ Winnie Wong  
Winnie Wong, Corporate Secretary