

Thompson Creek Metals Co Inc.
Form 4
October 21, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilson Mark Arthur

2. Issuer Name and Ticker or Trading Symbol
Thompson Creek Metals Co Inc.
[TCPTF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CCO

C/O THOMPSON CREEK METALS COMPANY INC., 26 WEST DRY CREEK CIRCLE, SUITE 810

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LITTLETON, CO 80120

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/20/2016		A ⁽¹⁾		446,012	A	\$ 0 616,871	D
Common Stock	10/20/2016		D		616,871 ⁽³⁾	D	<u>(2)</u> 0	D
Common Stock	10/20/2016		D		300	D	<u>(2)</u> 0	I Spouse IRA
Common Stock	10/20/2016		D		2,000	D	<u>(2)</u> 0	I IRA

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Common Stock 10/20/2016 D 18,000 D (2) 0 I IRA

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)

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.31 ⁽⁴⁾	10/20/2016		D	75,000	⁽⁴⁾ 08/16/2018	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Wilson Mark Arthur C/O THOMPSON CREEK METALS COMPANY INC. 26 WEST DRY CREEK CIRCLE, SUITE 810 LITTLETON, CO 80120	Director 10% Owner Officer Other Executive VP and CCO

Signatures

/s/ Ned Prusse, Attorney in Fact 10/21/2016

 **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) Represents performance share units that vested in connection with the Arrangement (as defined below).

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- On October 20, 2016, pursuant to the previously announced arrangement (the "Arrangement") with Centerra Gold Inc. ("Centerra"),
- (2) whereby Centerra acquired all of the outstanding common stock of Thompson Creek Metals Company Inc. (the "Issuer") and, as a result, the Issuer became a wholly-owned subsidiary of Centerra, each share of common stock of the Issuer was exchanged for 0.0988 of a share of common stock of Centerra (the "Exchange Ratio").
 - (3) Represents 86,622 shares of common stock, and an aggregate of 530,249 restricted stock units and performance stock units, the vesting of which was accelerated in connection with the Arrangement.
 - (4) In connection with the Arrangement, all unvested stock options were accelerated, and each stock option was exchanged for a stock option to buy common stock of Centerra in an amount based on the Exchange Ratio.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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