

NORTH AMERICAN PALLADIUM LTD

Form 6-K

January 31, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Form 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of**

**The Securities Exchange Act of 1934**

**For the month of January, 2014**

**Commission File Number: 1-15142**

**NORTH AMERICAN PALLADIUM LTD.**

**(Name of Registrant)**

**200 Bay Street**

**Royal Bank Plaza, South Tower**

**Suite 2350**

**Toronto, Ontario**

**Canada M5J 2J2**

**(Address of Principal Executive Offices)**

Indicate by checkmark whether the registrant files or will file 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 checkmark whether the registrant, by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  Assigned File No. No

If  Yes is marked, indicate the file number assigned to the Registrant in connection with Rule 12g3-2(b).

This report on Form 6-K is specifically incorporated by reference into North American Palladium's registration statement on Form F-10 (File No. 333-185656).

**SIGNATURES**

Pursuant to the requirements 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.

**NORTH AMERICAN PALLADIUM LTD.**

Date: January 31, 2014

By: /s/ Tess Lofsky

Tess Lofsky

Vice President, General Counsel and Corporate  
Secretary

**EXHIBIT INDEX**

| Exhibit | Description of Exhibit                               |
|---------|--|
| 99.1    | Statement of Eligibility of the Trustee on Form T-1. |