

NORTH AMERICAN PALLADIUM LTD

FORM 6-K (Report of Foreign Issuer)

Filed 04/04/13 for the Period Ending 04/03/13

Telephone	416-360-7590
CIK	0000887701
Symbol	PAL
SIC Code	1000 - Metal Mining
Industry	Gold & Silver
Sector	Basic Materials
Fiscal Year	12/31

Form 6-K

SECURITIES AND EXCHANGE COMMISSION

**Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934**

For the month of March, 2013

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 S-8 (File No. 333-13766) and 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: April 3, 2013

By: /s/ Tess Lofsky
Tess Lofsky
Vice President, General Counsel &
Corporate Secretary

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
1	News Release – “Form 51-102F3 Material Change Report”

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

North American Palladium Ltd. (the “**Company**”)
Suite 2350, Royal Bank Plaza, South Tower
200 Bay Street
Toronto, Ontario
M5J 2J2

Item 2 Date of Material Change

March 21, 2013 and March 22, 2013.

Item 3 News Release

News releases with respect to the material changes referred to in this report were issued by the Company on March 21, 2013 and March 22, 2013 through, in each case, the facilities of Marketwire and filed on the System for Electronic Document Analysis and Retrieval.

Item 4 Summary of Material Change

On March 21, 2013, the Company announced the appointment of Phil du Toit as President and Chief Executive Officer (“**CEO**”) of the Company, effective March 25, 2013.

On March 22, 2013, the Company announced that it had closed the sale of its Quebec-based gold division, NAP Quebec Mines Ltd. (“**NAP Quebec**”), to Maudore Minerals Ltd. (“**Maudore**”).

Item 5 Full Description of Material Change

Appointment of Chief Executive Officer

On March 21, 2013, the Company announced the appointment of Phil du Toit as President and Chief Executive Officer (“**CEO**”) of the Company, effective March 25, 2013.

Sale of Gold Division

On March 22, 2013, the Company announced that it had closed the sale of its Quebec-based gold division, NAP Quebec, which holds the Vezza mine, the Sleeping Giant mine and mill complex, and its nearby portfolio of exploration properties, to Maudore. A binding agreement in respect of the sale was entered into at closing.

The purchase price paid by Maudore consisted of \$18 million in cash and 1.5 million common shares of Maudore, which shares are listed for trading on the TSX Venture Exchange. The shares are subject to a four-month hold period in accordance with Canadian securities laws. An adjustment to the purchase price for gold and silver inventory may result in additional payments to the Company post-closing.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential.

Item 8 Executive Officer

Tess Lofsky
Vice President, General Counsel and Corporate Secretary
(416) 360-8782

Item 9 Date of Report

March 28, 2013