

American Rare Earths & Materials, Corp.  
Form 8-K  
December 02, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

---

FORM 8-K

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

Date of report (Date of earliest event reported): November 27, 2011

American Rare Earths and Materials, Corp.  
(Exact Name of Registrant as Specified in Charter)

Nevada (State or Other Jurisdiction of Incorporation)	0-15260 (Commission File Number)	98-0669413 (IRS Employer Identification No.)
---	-------------------------------------	--

200 Queens Quay East, Unit #1, Toronto, Ontario, Canada M5A 4K9 (Address of Principal Executive Offices)	N/A (Zip Code)
--	-------------------

Registrant's telephone number, including area code: (416) 362-2121

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Copies to:  
Andrew Smith, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32nd Floor  
New York, New York 10006  
Phone: (212) 930-9700  
Fax: (212) 930-9725

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))



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 27, 2011, American Rare Earths and Materials, Corp. (the “Company”) received notice of the resignation of Mary Bryan as a director of the Company.

Ms. Bryan’s resignation did not indicate that it was the result of any disagreement with the Company or other members of its Board of Directors. A copy of this current report was furnished to Ms. Bryan prior to its filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

none

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 hereunto duly authorized.

AMERICAN RARE EARTHS AND MATERIALS, CORP.

Date: December 2, 2011

By: /s/ Nataliya Hearn  
Nataliya Hearn, Ph.D.  
President