

RARE ELEMENT RESOURCES LTD  
Form 8-K  
December 13, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): **December 11, 2012**

**RARE ELEMENT RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

|   |                             |  |
|---|-----------------------------|--|
| <b>British Columbia, Canada</b>                                   | <b>001-34852</b>            | <b>Not applicable</b>                      |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer Identification<br>Number) |
| <b>225 Union Blvd., Suite 250</b>                                 |                             | <b>80228</b>                               |
| <b>Lakewood, Colorado</b>   |                             |  |

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(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: **(720) 278-2460**

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 (see General Instruction A.2. below):

..

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Rare Element Resources Ltd. (the Company) held its Annual General Meeting of Shareholders (the Annual Meeting) on December 11, 2012. Of the 44,824,245 common shares issued and outstanding as of the record date, 26,258,084 common shares (approximately 58.58%) were present or represented by proxy at the Annual Meeting. The results of the voting on the matters submitted to the shareholders are as follows:

(1) Election of Donald E. Ranta, Randall J. Scott, M. Norman Anderson, Mark T. Brown, Norman W. Burmeister, Gregory E. McKelvey, Paul Schlauch and Paul Zink to the Company's Board of Directors.

|                      |            | <b>BROKER</b>   |                  |
|----------------------|------------|-----------------|------------------|
| <b>NAME</b>          | <b>FOR</b> | <b>WITHHELD</b> | <b>NON-VOTES</b> |
| Donald E. Ranta      | 9,353,810  | 722,597         | 16,181,677       |
| Randall J. Scott     | 9,301,010  | 775,397         | 16,181,677       |
| M. Norman Anderson   | 9,724,856  | 351,551         | 16,181,677       |
| Mark T. Brown        | 8,729,874  | 1,346,533       | 16,181,677       |
| Norman W. Burmeister | 9,354,281  | 722,126         | 16,181,677       |
| Gregory E. McKelvey  | 9,202,110  | 874,297         | 16,181,677       |
| Paul Schlauch        | 9,815,690  | 260,717         | 16,181,677       |
| Paul Zink            | 9,777,733  | 298,674         | 16,181,677       |

(2) Ratification of the appointment of Ehrhardt Keefe Steiner & Hottman PC, Certified Public Accountants as our independent registered public accounting firm.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 25,760,322 | 0              | 497,762        |



**SIGNATURE**

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.

Date: December 13, 2012

**Rare Element Resources Ltd.**

**/s/ David Suleski**

By: \_\_\_\_\_

Name: David Suleski

Title: Chief Financial Officer