

Electrum Group LLC
 Form 4
 March 29, 2018

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 *
 Electrum Strategic Opportunities Fund II L.P.

2. Issuer Name and Ticker or Trading Symbol
 INTERNATIONAL TOWER HILL MINES LTD [THM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 535 MADISON AVENUE, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 03/28/2018

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 NEW YORK, NY 10022

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 03/28/2018 | | P | | 6,676,852 | A | \$ 0.5 |
| | | | | | | | 26,571,380 |
| | | | | | | D | (1) (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Electrum Strategic Opportunities Fund II L.P. 535 MADISON AVENUE, 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| Electrum Strategic Opportunities Fund II GP L.P. 535 MADISON AVENUE, 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| ESOF II GP Ltd. 535 MADISON AVENUE, 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| Electrum Group LLC 535 MADISON AVENUE, 12TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|---|------------|
| Electrum Strategic Opportunities Fund II L.P., by Electrum Strategic Opportunities Fund II GP L.P., by ESOF II GP Ltd., By: /s/ Michael Williams, Authorized Person | 03/29/2018 |
| __Signature of Reporting Person | Date |
| The Electrum Group LLC, By: /s/ Michael Williams, Authorized Person | 03/29/2018 |
| __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).
- This Form 4 is being filed by Electrum Strategic Opportunities Fund II L.P. (the "Fund"), as well as Electrum Strategic Opportunities Fund II GP L.P. (the "Fund GP"), ESOF II GP Ltd. ("ESOF II GP") and The Electrum Group LLC ("TEG Services"). The Fund GP is the
- (1) general partner of the Fund, and ESOF II GP is the general partner of the Fund GP. TEG Services is the investment advisor to the Fund and, as a result, may possess voting and investment discretion with respect to the Common Shares of International Tower Hill Mines Ltd. held by the Fund.

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- (2) Each of the Fund, the Fund GP, ESOF II GP and TEG Services disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.