

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): February 25, 2021



A-MARK PRECIOUS METALS, INC.

(Exact name of registrant as specified in its charter) (Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-36347

(Commission
file number)

11-246169

(I.R.S. employer
identification no.)

**2121 Rosecrans Avenue
Suite 6300**

El Segundo, CA

(Address of principal executive offices)

90245

(Zip code)

Registrant's telephone number, including area code: **(310) 587-1477**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	AMRK	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

On February 25, 2021, the registrant issued a press release providing guidance for its fiscal third quarter ending March 31, 2021. A copy of the press released is filed as Exhibit 99.1 to this Form 8-K, to which reference is made for the text of the press release.

The information furnished in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Exhibits

(d) Exhibits:

Exhibit	Description
99.1	<u>Press Release of A-Mark Precious Metals, Inc., dated February 25, 2021.</u>

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.

Date: February 25, 2021

A-MARK PRECIOUS METALS, INC.

By: /s/ Carol Meltzer

Name: Carol Meltzer

Title: General Counsel and Secretary



A-Mark Precious Metals Provides Financial Guidance for Fiscal Third Quarter 2021

El Segundo, CA – February 25, 2021 – A-Mark Precious Metals, Inc. (NASDAQ: AMRK) (A-Mark), a leading fully integrated precious metals platform, has provided guidance for its fiscal third quarter ending March 31, 2021 in connection with the proposed underwritten offering of its common stock announced on February 24, 2021.

Fiscal Third Quarter 2021 Financial Guidance

The Company expects net income before provision for income taxes in the range of \$29 million and \$32 million, representing an increase of approximately 116% to 139% compared to \$13.4 million in the same year-ago period.

The Company expects net income attributable to the Company in the range of \$22 million and \$25 million, representing an increase of approximately 95% to 121% compared to \$11.3 million in the same year-ago period.

The Company expects net income attributable to the Company per diluted share in the range of \$2.90 and \$3.20, representing an increase of approximately 80% to 99% compared to \$1.61 in the same year-ago period.

The estimates above do not reflect the acquisition of JM Bullion, which is expected to close in the fiscal third quarter.

A-Mark plans to report complete financial results for the fiscal third quarter of 2021 in May 2021. A-Mark will announce earnings call details the week prior to the event.

Management Commentary

“Our financial guidance reflects the strong performance we have achieved so far in the third quarter and our outlook for the balance of the period, which continues to be driven by elevated demand for precious metals products,” said A-Mark CEO Greg Roberts. “Our performance over the last several quarters demonstrates the strength of our vertically integrated platform, including our mint relationships, logistics capabilities and customer relationships. Our team has executed exceptionally well to maximize our performance and take advantage of the increase in market activity and secular tailwinds that are driving the precious metals industry growth.”

Proposed Public Offering

The guidance above is being provided in connection with the proposed underwritten offering of 2,800,000 shares of the Company’s common stock, including 2,500,000 shares by the Company and 300,000 shares by certain stockholders of the Company, with a proposed over-allotment option of 420,000 shares. The Company currently intends to use the net proceeds of the sale of shares by the Company to fund a portion of the consideration payable in connection with the previously announced acquisition of JM Bullion, Inc., and other general corporate purposes. The actual amount of any securities to be issued, and the terms of those securities, will be determined at the time of sale.

A registration statement relating to the sale of securities in the offering has been filed with the Securities and Exchange Commission (the “SEC”) but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents we have filed with the SEC for more complete information about us and the offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, we, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and prospectus supplement if you request it by calling 1-800-332-5915. In addition, copies of the preliminary prospectus and preliminary prospectus supplement and may be accessed by the following link:

https://www.sec.gov/Archives/edgar/data/1591588/000110465921027075/tm217611d1_s3a.htm

About A-Mark Precious Metals

Founded in 1965, A-Mark Precious Metals, Inc. (NASDAQ: AMRK) is a leading full-service precious metals company and wholesaler of gold, silver, platinum and palladium bullion and related products. The company's global customer base includes sovereign and private mints, manufacturers and fabricators, refiners, dealers, financial institutions, industrial users, investors, collectors, and e-commerce and other retail customers. The company conducts its operations through three complementary segments: Wholesale Sales and Ancillary Services, Secured Lending, and Direct Sales.

A-Mark is headquartered in El Segundo, California, with offices and facilities in Los Angeles, California, Vienna, Austria, Las Vegas, Nevada, and Winchester, Indiana. For more information, visit www.amark.com.

Important Cautions Regarding Forward-Looking Statements

Statements in this press release that relate to the preliminary guidance for the Company's third fiscal quarter, the proposed underwritten offering and the acquisition of JM Bullion are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and the Securities Exchange Act of 1934. Actual results for the third fiscal quarter may differ, and the Company may be unsuccessful in conducting the underwritten offering, or in consummating the acquisition of JM Bullion, on the terms presently contemplated or at all. Future risks, uncertainties, and circumstances, individually or in the aggregate, could cause actual results or event to differ materially from those expressed in or implied by the statements in this press release. Factors that could cause actual results to differ include the following: changes in consumer demand and preferences for precious metal products; the effects of the COVID-19 pandemic and the eventual return to normalized business and economic conditions; the state of the financial and capital markets generally, and as they relate to A-Mark in particular; the reaction of customers, competitors and investors to the announcement of the underwritten offering and the JM Bullion acquisition; and the strategic, business, economic, financial, political and governmental risks described in in the company's public filings with the Securities and Exchange Commission, including the Company's registration statement on Form S-3 (No. 333-249060) filed with the SEC on February 24, 2021. We undertake no intent or no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Company Contact:

Thor Gjerdrum, President
A-Mark Precious Metals, Inc.
1-310-587-1414
thor@amark.com

Investor Relations Contact:

Matt Glover
Gateway Investor Relations
1-949-574-3860
AMRK@gatewayir.com