

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
**THE SECURITIES ACT OF 1933**

**A-MARK PRECIOUS METALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**11-2464169**  
(I.R.S. Employer  
Identification Number)

**2121 Rosecrans Ave., Suite 6300**  
**El Segundo, CA 90245**  
(Address, including zip code, of registrant's principal executive offices)

**A-Mark Precious Metals, Inc. 2014 Stock Award and Incentive Plan**  
(Full Title of the Plan)

**Carol Meltzer**  
**Executive Vice President, General Counsel and Secretary**  
**A-Mark Precious Metals, Inc.**  
2121 Rosecrans Ave., Suite 6300  
El Segundo, CA 90245

(310) 587-1477  
(Name, address and telephone number,  
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
|                         |                          | Emerging growth company   | <input type="checkbox"/>            |

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered     | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee (3) |
|--|-----------------------------|---|---|--------------------------------|
| Common Stock, par value \$0.01 per share | 725,000 Shares (2)          | \$14.97(2)                                | \$10,851,438                              | \$1,409                        |

- (1) Represents shares of Common Stock ("Shares") of A-Mark Precious Metals, Inc. ("A-Mark"). Pursuant to Rule 416(a), the number of Shares the offer and sale of which is registered hereby shall be adjusted to include any additional shares that may become issuable as a result of stock splits, stock dividends, other equity restructuring transactions or similar transactions in accordance with the anti-dilution provisions of the A-Mark 2014 Stock Award and Incentive Plan, as amended (the "2014 Plan"), and agreements evidencing outstanding awards thereunder.
- (2) Determined solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h)(1), based on the average of the high and low sales prices of the Company's Common Stock on May 4, 2020, reported in the NASDAQ Global Select Market.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: \$129.80 per \$1 million of proposed maximum aggregate offering price.

This Registration Statement on Form S-8 registers the offer and sale of shares of Common Stock of A-Mark Precious Metals, Inc. (“A-Mark”) under the A-Mark 2014 Stock Award and Incentive Plan, as amended (the “2014 Plan”). These are securities of the same class as other securities as to which A-Mark previously filed Registration Statement on Form S-8 (File No. 333-218071) (the “Prior Form S-8”) with the Securities and Exchange Commission (the “Commission”) on May 18, 2017.

This Registration Statement is submitted in accordance with General Instruction E to Form S-8. Pursuant to General Instruction E of Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference and made part of this Registration Statement, except to the extent information provided in this Registration Statement updates and supersedes the information in the Prior Form S-8.

#### Item 8.Exhibits.

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 4.1                   | <a href="#"><u>Amended and Restated Certificate of Incorporation of A-Mark Precious Metals, Inc., incorporated by reference to Exhibit 3.2 of the Registrant's Amendment No. 2 to Registration Statement on Form S-1, as amended, filed with the Commission on January 31, 2014 (Registration No. 333-192260).</u></a> |
| 4.2                   | <a href="#"><u>Form of Amended and Restated Bylaws of A-Mark Precious Metals, Inc., incorporated by reference to Exhibit 3.4 of the Registrant's Amendment No. 2 to Registration Statement on Form S-1, as amended, filed with the Commission on January 31, 2014 (Registration No. 333-192260).</u></a>               |
| 5                     | <a href="#"><u>Opinion of Carol Meltzer, Esq.*</u></a>   |
| 23.1                  | <a href="#"><u>Consent of Carol Meltzer, Esq.(included in the opinion filed as Exhibit 5 to this Registration Statement).*</u></a>   |
| 23.2                  | <a href="#"><u>Consent of Grant Thornton LLP, an independent registered public accounting firm.*</u></a>   |
| 24.1                  | <a href="#"><u>Power of Attorney (set forth on the signature page of this Registration Statement).*</u></a>  |

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Segundo, California, on May 8, 2020.

### A-MARK PRECIOUS METALS, INC.

By: /s/ Gregory N. Roberts

Name: Gregory N. Roberts

Title: **Chief Executive Officer**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of A-Mark Precious Metals, Inc., hereby constitutes and appoints Gregory N. Roberts, Carol Meltzer and Jeffrey D. Benjamin, and each of them, his or her true and lawful attorney-in-fact and agent, for and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 under the Securities Act of 1933, including post-effective amendments and other related documents, and to file the same with the Securities and Exchange Commission under said Act, hereby granting power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully as to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated.

| <u>Signature</u>   | <u>Title</u>   | <u>Date</u> |
|--|--|-------------|
| <u>/s/ Gregory N. Roberts</u><br><b>Gregory N. Roberts</b>           | Chief Executive Officer and Director (Principal Executive Officer)                     | May 8, 2020 |
| <u>Jeffrey D. Benjamin</u>   | Chairman of the Board and Director   | May 8, 2020 |
| <u>/s/ Kathleen Simpson-Taylor</u><br><b>Kathleen Simpson-Taylor</b> | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | May 8, 2020 |
| <u>/s/ Jess M. Ravich</u><br><b>Jess M. Ravich</b>                   | Director   | May 8, 2020 |
| <u>John U. Moorhead</u>  | Director   | May 8, 2020 |
| <u>/s/ Ellis Landau</u><br><b>Ellis Landau</b>                       | Director   | May 8, 2020 |
| <u>/s/ Beverley Lepine</u><br><b>Beverley Lepine</b>                 | Director   | May 8, 2020 |
| <u>/s/ William Montgomery</u><br><b>William Montgomery</b>           | Director   | May 8, 2020 |

May 8, 2020

A-Mark Precious Metals, Inc.  
2121 Rosecrans Ave., Suite 6300  
El Segundo, CA 90245

Re: A-Mark Precious Metals, Inc.: Shares Issuable Under the 2014 Stock Award and Incentive Plan, as amended

Ladies and Gentlemen:

I am the General Counsel of A-Mark Precious Metals, Inc. ("A-Mark") and, in that capacity, have assisted in the preparation of the Registration Statement on Form S-8 (the "Registration Statement"), to which this opinion is attached as an exhibit, being filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations promulgated thereunder.

The Registration Statement registers the sale and related offers of 725,000 shares of Common Stock, par value \$0.01 per share (the "Shares"), of A-Mark, authorized for issuance in connection with A-Mark's 2014 Stock Award and Incentive Plan, as amended through the date hereof (the "2014 Plan"). I have examined copies of the Company's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, resolutions adopted by the Company's Board of Directors, the Compensation Committee Charter, the 2014 Plan, and such other documents, and have made such inquiries, as I have deemed appropriate. In my examination, I have assumed the genuineness of all signatures, the authenticity of all items submitted to me as originals, and the conformity with originals of all items submitted to me as copies.

Based upon the foregoing, it is my opinion that the Shares that may be originally issued pursuant to the 2014 Plan, when issued and delivered in accordance with existing applicable terms of the 2014 Plan and agreements evidencing or governing 2014 Plan awards, the resolutions establishing the 2014 Plan and approving amendments thereto, and authorizations of awards under the 2014 Plan by the A-Mark Board of Directors or the Compensation Committee of the Board of Directors (understanding that those authorizations after the date hereof must be consistent with the resolutions establishing and amending the 2014 Plan and, where applicable, the Charter of the Compensation Committee) will be legally issued, fully paid and non-assessable shares of Common Stock of A-Mark.

As of May 8, 2020, I owned 14,000 shares of A-Mark Common Stock directly and stock options that are exercisable or in the future may become exercisable for 24,383 Shares.

I hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement. In giving such consent, I do not thereby admit that I am acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/S/ CAROL MELTZER

Carol Meltzer  
Executive Vice President, General Counsel and Secretary, A-Mark Precious  
Metals, Inc.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated September 13, 2019, with respect to the consolidated financial statements included in the Annual Report of A-Mark Precious Metals, Inc. on Form 10-K for each of the two years in the period ended June 30, 2019. We hereby consent to the incorporation by reference of said report in the Registration Statement of A-Mark Precious Metals, Inc. on Form S-8 filed with the Securities and Exchange Commission on May 8, 2020.

/s/ GRANT THORNTON LLP

Newport Beach, California

May 8, 2020