

FORM 8-K/A

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 4, 2014



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 no.)

429 Santa Monica Blvd.
Suite 230

Santa Monica, CA

(Address of principal executive offices)

90401

(Zip code)

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

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))

Item 1.01. Entry into a Material Definitive Agreement.

On June 4, 2014, A-Mark Precious Metals, Inc. (“A-Mark”) entered into an amendment (“Amendment No. 1”) to the Purchase Agreement (as amended, the “Purchase Agreement”) dated February 26, 2014 with Afinsa Bienes Tangibles, S.A. En Liquidacion (“Afinsa”), Auctentia, S.L. (“Auctentia”) and Spectrum Group International, Inc. (“SGI”), pursuant to which, among other things, SGI agreed to purchase all shares of SGI’s common stock held by Afinsa and Auctentia and Afinsa and Auctentia agreed to sell to A-Mark any shares of common stock of A-Mark received by Afinsa and Auctentia in SGI’s spin-off of A-Mark, which was effected on March 14, 2014. As previously disclosed, the first closing under the Purchase Agreement occurred on February 26, 2014.

Amendment No. 1 divided the second closing under the Purchase Agreement into two parts, with the purchase and sale of the shares of common stock of A-Mark to occur in the first part and the purchase and sale of the remaining 50% of the shares of SGI common stock held by Afinsa and Auctentia to occur at such time as originally provided in the Purchase Agreement.

The first part of the second closing occurred on June 4, 2014. On that date, A-Mark purchased 5,520 shares of A-Mark common stock from Afinsa and 373,513 shares of A-Mark common stock from Auctentia for an aggregate purchase price of \$2,198,395.83, plus interest from February 26, 2014 at the rate of 4% per annum. Afinsa and Auctentia no longer hold any shares of A-Mark common stock.

Shares of A-Mark common stock purchased under the Purchase Agreement will be returned to the status of authorized but unissued shares.

The above is a summary and is qualified in its entirety by the terms of Amendment No. 1, which is filed as Exhibit 10.1 to this Report on Form 8-K and the Purchase Agreement filed as Exhibit 10.1 to A-Mark’s Report on Form 8-K dated February 27, 2014.

Item 9.01. Exhibits

(d) Exhibits:

Exhibit	Description
10.1	Amendment No. 1, dated June 4, 2014, to Purchase Agreement dated February 26, 2014
99.1	Press Release, dated June 6, 2014

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: June 6, 2014

A-MARK PRECIOUS METALS, INC.

By: /s/ Carol Meltzer

Name: Carol Meltzer

Title: General Counsel and Secretary

AMENDMENT NO. 1 TO
PURCHASE AGREEMENT

This AMENDMENT NO. 1, dated as of June 4, 2014 (this "Amendment"), to the Purchase Agreement, dated as of February 26, 2014 (the "Purchase Agreement"), is made by and among the parties to the Purchase Agreement, being Afinsa Bienes Tangibles, S.A. En Liquidación, a Spanish corporation ("Afinsa"), Auctentia, S.L., a Spanish corporation ("Auctentia" and together with Afinsa, the "Selling Stockholders"), Spectrum Group International, Inc., a Delaware corporation ("SGI"), and A-Mark Precious Metals, Inc., a Delaware corporation ("A-Mark"). Capitalized terms used in this Amendment without definition have the meanings assigned to them in the Purchase Agreement.

R E C I T A L S

WHEREAS, the Spinoff was effected on March 14, 2014; and

WHEREAS, the Purchase Agreement provides that the purchase and sale of the Afinsa A-Mark Shares and the Auctentia A-Mark Shares and the purchase and sale of the Afinsa SGI Shares and the Auctentia SGI Shares shall occur together at the Second Closing; and

WHEREAS, the parties desire that the purchase and sale of the Afinsa A-Mark Shares and the Auctentia A-Mark Shares shall occur on the date hereof, and that the purchase and sale of the Afinsa SGI Shares and the Auctentia SGI Shares occur at such time as originally provided in Section 2.3(b) of the Purchase Agreement;

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements herein contained, the parties hereto agree as follows:

1. The introductory clause of Section 2.1(b) of the Purchase Agreement is hereby amended and restated as follows:

“(b) At closings to occur on or prior to July 1, 2014, as provided in Section 2.3(b) (collectively the "Second Closing):”

2. Section 2.3(b) of the Purchase Agreement is hereby amended and restated as follows:

“(b) The first part of the Second Closing (the "First Part") is being held concurrently with the execution of Amendment No. 1 to the Agreement at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York. At the First Part:

(i) Afinsa is delivering, or causing to be delivered, to A-Mark (1) all certificates for, and evidence of ownership of, the shares of A-Mark Common

Stock to be sold by Afinsa at the Second Closing held in certificate form, duly endorsed for transfer or accompanied by a duly executed stock power, and (2) to the extent any such shares are not held in certificate form, by credit to an account at The Depository Trust Company heretofore designated by A-Mark;

(ii) Auctentia is delivering, or causing to be delivered, to A-Mark (1) all certificates for, and evidence of ownership of, the shares of A-Mark Common Stock being sold by Auctentia at the Second Closing held in certificate form, duly endorsed for transfer or accompanied by a duly executed stock power, and (2) to the extent any such shares are not held in certificate form, by credit to an account at The Depository Trust Company heretofore designated by A-Mark; and

(iii) A-Mark is paying the A-Mark Portion of the Second Payment plus interest as provided in Section 2.2, to the Selling Stockholders, in accordance with Section 2.2.

The second part of the Second Closing (the "Second Part") shall take place at 9:00 a.m. Eastern time on the fourth (4th) Business Day following notification thereof by SGI to the Selling Stockholders, but in no event later than July 1, 2014, at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York. At the Second Part:

(iv) Afinsa shall deliver, or cause to be delivered, to SGI (1) all certificates for, and evidence of ownership of, the shares of SGI Common Stock to be sold by Afinsa at the Second Closing held in certificate form, duly endorsed for transfer or accompanied by a duly executed stock power, and (2) to the extent any such shares are not held in certificate form, by credit to an account at The Depository Trust Company heretofore designated by SGI;

(v) Auctentia shall deliver, or cause to be delivered, to SGI (1) all certificates for, and evidence of ownership of, the shares of SGI Common Stock being sold by Auctentia at the Second Closing held in certificate form, duly endorsed for transfer or accompanied by a duly executed stock power, and (2) to the extent any such shares are not held in certificate form, by credit to an account at The Depository Trust Company heretofore designated by SGI; and

(vi) SGI shall pay the SGI Portion of the Second Payment, plus interest as provided in Section 2.2, to the Selling Stockholders, in accordance with Section 2.2."

3. Section 5.2 of the Purchase Agreement is hereby amended and restated as follows:

"5.2 Resignation. Afinsa shall cause Antonio Arenas to have tendered his resignation as a director of SGI on or prior to the date of the Second Part of the Second Closing."

4. For purposes of the First Part of the Second Closing, Article IV (“Conditions to the Second Closing”) of the Purchase Agreement shall be applied by eliminating references therein to SGI and the occurrence of the Spinoff.

5. Article IV (“Conditions to the Second Closing”) and Article VI (“Termination”) of the Purchase Agreement shall be applied, from and after the occurrence of the First Part of the Second Closing, as follows:

(a) By replacing all references to the “Second Closing” to “Part Two of the Second Closing.”

(b) By eliminating all references therein to A-Mark and the occurrence of the Spinoff.

6. The provisions of Article VII of the Purchase Agreement shall apply to this Amendment *mutatis mutandis*.

7. Except as otherwise provided in this Amendment, the Purchase Agreement shall remain in full force and effect.

[Remainder of page intentionally left blank;
signatures on next succeeding page.]

IN WITNESS WHEREOF, the parties have executed and delivered this Amendment on the date first above written.

AFINSA BIENES TANGIBLES. S.A. EN LIQUIDACION

By: /s/ Javier Díaz-Galvez de la Cámara
Name: Javier Díaz-Galvez de la Cámara
Title: Trustee

By: /s/ Benito Agüera Martin
Name: Benito Agüera Martin
Title: Trustee

By: /s/ Carmen Salvador Calvo
Name: Carmen Salvador Calvo
In representation of Tesoreria General del la
Seguridad Social
Title: Trustee

AUCTETIA, S.L.

By: /s/ Javier Díaz-Galvez de la Cámara
Name: Javier Díaz-Galvez de la Cámara
Title: Joint Administrator

By: /s/ Benito Agüera Martin
Name: Benito Agüera Marin
Title: Joint Administrator

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

SPECTRUM GROUP INTERNATIONAL, INC.

By: /s/ Carol Meltzer
Name: Carol Meltzer
Title: Executive Vice President, General
Counsel and Corporate Secretary

A-MARK PRECIOUS METALS, INC.

By: /s/ Carol Meltzer
Name: Carol Meltzer
Title: Executive Vice President, General
Counsel and Corporate Secretary

[Signature Page to Amendment No. 1 to Purchase Agreement]



JUNE 6, 2014 – FOR IMMEDIATE RELEASE

A-MARK PRECIOUS METALS, INC. ANNOUNCES FINAL CLOSING OF PURCHASE OF A-MARK STOCK HELD BY AFINSA

IRVINE, Calif., June 6, 2014 (BUSINESSWIRE) – A-Mark Precious Metals, Inc. (NASDAQ:AMRK) (“A-Mark” or the “Company”), a full service precious metals trading company, announced today that on June 4, 2014 it closed the purchase of all shares of A-Mark common stock held by Afinsa Bienes Tangibles, S.A. En Liquidacion (“Afinsa”) and Auctentia, S.L. (“Auctenia”) pursuant to the Purchase Agreement dated February 26, 2014 with Afinsa, Auctentia and Spectrum Group International, Inc., as amended by Amendment No. 1 to the Purchase Agreement dated June 4, 2014. At the closing, A-Mark purchased 5,520 shares of A-Mark common stock from Afinsa and 373,513 shares of A-Mark common stock from Auctentia for an aggregate purchase price of \$2,198,395.83, plus interest from February 26, 2014 at the rate of 4% per annum. Afinsa and Auctentia no longer hold any shares of A-Mark common stock. The shares of A-Mark common stock purchased by the Company under the Purchase Agreement will be returned to the status of authorized but unissued shares.

About A-Mark Precious Metals

A-Mark Precious Metals, Inc. is a full-service precious metals trading company and an official distributor for many government mints throughout the world. The company offers gold, silver, platinum and palladium in the form of bars, plates, powder, wafers, grain, ingots and coins. Its Industrial unit services manufacturers and fabricators of products utilizing or incorporating precious metals, while its Coin & Bar unit deals in over 200 coin and bar products in a variety of weights, shapes and sizes for distribution to dealers and other qualified purchasers. The company operates trading centers in Santa Monica, California, and Vienna, Austria, for buying and selling precious metals.

In addition to wholesale and trading activity, A-Mark offers customers a variety of services, including financing, consignment and various customized financial programs. As a U.S. Mint-authorized purchaser of gold, silver and platinum coins, A-Mark purchases bullion products directly from the U.S. Mint for sale to customers. A-Mark also has distributorships with other sovereign mints, including in Australia, Austria, Canada, China, Mexico and South Africa. Customers of A-Mark include mints, manufacturers and fabricators, refiners, coin and metal dealers, banks and other financial institutions, jewelers, investors and collectors. For more information about A-Mark Precious Metals, visit www.amark.com.

Through its subsidiary Collateral Finance Corporation, a licensed California Finance Lender, the company offers loans collateralized by numismatic and semi-numismatic coins and bullion to coin and metal dealers, investors and collectors. Through its Transcontinental Depository Services subsidiary, it offers a variety of managed storage options for precious metals products to financial institutions, dealers, investors and collectors around the world.

Important Cautions Regarding Forward-Looking Statements

Statements in this press release that relate to future plans, objectives, expectations, performance, events and the like are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and the Securities Exchange Act of 1934. Future events, risks and uncertainties, individually or in the aggregate, could cause actual results to differ materially from those expressed or implied in these statements. Factors that could cause actual results to differ are identified in the company's public filings with the Securities and Exchange Commission (SEC). More information about factors that could affect the company's business and financial results are included in its public filings with the SEC, which are available on the SEC's website at www.sec.gov.

The words "should," "believe," "estimate," "expect," "intend," "anticipate," "foresee," "plan" and similar expressions and variations thereof identify certain of such forward-looking statements, which speak only as of the dates on which they were made. Additionally, any statements related to future improved performance and estimates of revenues and earnings per share are forward-looking statements. The company undertakes no obligation to publicly update or revise any forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Company Contact:

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or

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Matt Glover or Michael Koehler
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AMRK@liolios.com

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