

Paramount Gold Nevada Corp.
Form SC 13D/A
July 13, 2018

SCHEDULE 13D

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

**SCHEDULE 13D/A
(Amendment No. 3)
Under the Securities Exchange Act of 1934**

PARAMOUNT GOLD NEVADA CORP.

(Name of Issuer)

Common Stock, par value US\$ 0.01 per share

(Title of Class of Securities)

69924M 109

(CUSIP Number)

Guy Ben Ami

Carter Ledyard & Milburn LLP

2 Wall Street, New York, New York 10005

212-238-8658

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 11, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedules, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page should be filled out for a reporting person's initial filing on this form with respect * to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Not

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NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

1

Seabridge Gold Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

7 SOLE VOTING POWER

NUMBER OF **2,384,963 shares (includes 211,600 shares subject to exercisable warrants)**
SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY **0**
SOLE DISPOSITIVE POWER

EACH **9**

REPORTING **2,384,963 shares (includes 211,600 shares subject to exercisable warrants)**
PERSON **10** SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,384,963 shares (includes 211,600 shares subject to exercisable warrants)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1 (See Instructions)

12

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.28%*

TYPE OF REPORTING PERSON (See Instructions)

14

CO

* Percentage shown is based on 25,474,954 shares of Common Stock issued and outstanding as of July 12, 2018, according to information received from the Issuer.

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Item 1. Security and Issuer

This Amendment No. 3 (this “**Amendment No. 3**”) to the Statement of Beneficial Ownership on Schedule 13D filed on March 7, 2017 (the “**Statement**”), as amended by Amendment No. 1 thereto filed on March 13, 2017 (“**Amendment No. 1**”) and as amended by Amendment No. 2 thereto filed on October 17, 2017 (“**Amendment No. 2**”), relates to the common stock, par value US\$ 0.01 per share (the “**Common Stock**”) of Paramount Gold Nevada Corp., a Nevada corporation (NYSE AMERICAN: PZG) (the “**Issuer**” or “**Paramount**”). The principal executive offices of the Issuer are located at 665 Anderson Street, Winnemucca, Nevada.

Capitalized terms used herein that are not otherwise defined shall have the respective meanings assigned thereto in the Statement and/or in Amendment No. 1 and/or in Amendment No. 2. Except as set forth herein, this Amendment No. 3 does not modify any of the information previously reported by the Reporting Entity in the Statement and/or in Amendment No. 1 and/or in Amendment No. 2.

Item 2. Identity and Background

This Amendment No. 3 is being filed by Seabridge Gold Inc. (“**Seabridge**” or the “**Reporting Entity**”), a Canadian corporation.

Item 3. Source and Amount of Funds or Other Consideration

ITEM 3 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

On June 25, 2018, the Issuer announced that it received commitments from accredited investors to purchase Common Stock and warrants in a private transaction (the "Transaction"). Under the terms of the Transaction, the Issuer has agreed to sell 2,400,000 units at \$1.25 per unit for aggregate proceeds of \$3,000,000. Each unit consists of one share of Common Stock and one warrant to purchase one-half of a share of Common Stock. Each warrant has a two-year term and is exercisable in the first year at \$1.30 per share and in the second year at \$1.50 per share. The Reporting Entity participated in the Transaction and on July 11, 2018 was issued 320,000 shares of Common Stock and 320,000 warrants exercisable into additional 160,000 shares of Common Stock.

Item 4. Purpose of Transaction

ITEM 4 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

The 320,000 shares of Common Stock and 320,000 warrants exercisable into additional 160,000 shares of Common Stock, purchased pursuant to the Transaction, were purchased for investment purposes.

Other than as described in this Item 4 (including Item 3 incorporated by reference therein), the Reporting Entity has no plans or proposals which would relate to or result in any of the matters listed in paragraphs (a) through (j) of Item 4 of Schedule 13D (although the Reporting Entity reserves the right to formulate specific plans and proposals with respect to, or change its intentions regarding, any or all of the foregoing).

Item 5. Interest in Securities of the Issuer

ITEM 5 OF THIS STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

(a)-(b). As of the date of this Schedule 13D/A, the Reporting Entity beneficially owns 2,384,963 shares of Common Stock, which is 9.28% of the outstanding shares of Common Stock of the Issuer.

c. Except as set forth in this Schedule 13D/A, the Reporting Entity has not effected any transactions with respect to the Common Stock during the past 60 days.

d. No person, other than the Reporting Entity, is known to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds of sale of, the shares of Common Stock covered by this Schedule 13D/A.

e. Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as described in Items 3, 4 and 5 and the agreements incorporated herein by reference to the knowledge of the Reporting Entity, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons named in this Schedule 13D/A and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

1. Form of Subscription Agreement by and between Paramount Gold Nevada Corp. and the Reporting Entity (incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed by the Issuer with the SEC on June 29, 2018).
2. Form of Warrant (incorporated by reference to Exhibit 4.1 to the Issuer's Form 8-K filed by the Issuer with the SEC on June 29, 2018).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2018

/s/ Christopher J. Reynolds
Christopher J. Reynolds