

INTERNATIONAL TOWER HILL MINES LTD
 Form 3
 March 27, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Å Hanneman Karl L
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/26/2015

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O INTERNATIONAL
 TOWER HILL MINES
 LTD., Å 1177 W. HASTINGS
 STREET, SUITE 2300
 (Street)

(Check all applicable)

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

VANCOUVER, Å A1 Å V6E 2K3
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 212,000 | D | Å |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|--------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|--------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|------------------------------------------------------------|------------|
| Stock Option (right to buy) | 08/24/2012 | 08/24/2017 | Common Stock | 200,000 | \$ 3.2 ⁽¹⁾ | D | Â |
| Stock Option (right to buy) | 03/14/2013 | 03/14/2018 | Common Stock | 50,000 | \$ 2.12 ⁽²⁾ | D | Â |
| Stock Option (right to buy) | Â ⁽³⁾ | 02/25/2022 | Common Stock | 330,000 | \$ 1 ⁽⁴⁾ | D | Â |
| Stock Option (right to buy) | Â ⁽⁵⁾ | 03/16/2023 | Common Stock | 400,000 | \$ 0.78 ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hanneman Karl L C/O INTERNATIONAL TOWER HILL MINES LTD. 1177 W. HASTINGS STREET, SUITE 2300 VANCOUVER, Â A1Â V6E 2K3 | Â | Â | Â Chief Operating Officer | Â |

Signatures

Marla K. Ritchie, Attorney-in-Fact for Karl L.
Hanneman

03/27/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The exercise price was converted from CAD3.17 based on the August 24, 2012 noon rate as quoted by the Bank of Canada to USD3.20. The exercise price is the actual Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (2) The exercise price was converted from CAD2.18 based on the March 14, 2013 noon rate as quoted by the Bank of Canada to USD2.12. The exercise price is the actual Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (3) Options were granted on February 25, 2014 and vest as follows: one-third on the grant date, one-third on February 25, 2015 and one-third on February 25, 2016.
- (4) The exercise price was converted from CAD1.11 based on the February 25, 2014 noon rate as quoted by the Bank of Canada to USD1.00. The exercise price is the actual Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (5) Options were granted on March 16, 2015 and vest as follows: one-third on the grant date, one-third on March 16, 2016 and one-third on March 16, 2017.
- (6) The exercise price was converted from CAD1.00 based on the March 16, 2015 noon rate as quoted by the Bank of Canada to USD0.78. The exercise price is the actual Canadian dollar amount regardless of the exchange rate on the date of exercise.

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.