

Applied Minerals, Inc.
Form SC 13G/A
December 18, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Applied Minerals, Inc.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

03823M100
(CUSIP Number)

December 14, 2017
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall 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 the disclosures provided in a prior cover page.

The information required in 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 Notes).

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Berylson Master Fund, LP
Berylson Capital Partners, LLC
James Berylson

2 Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Berylson Master Fund, LP - Cayman Islands
Berylson Capital Partners, LLC - Delaware
James Berylson - United States

5 Sole Voting Power

Berylson Master Fund, LP - 0 shares
Berylson Capital Partners, LLC - 0 shares
James Berylson - 1,273,000 shares

6 Shared Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With

Berylson Master Fund, LP - 14,491,964 shares of Common Stock
Berylson Capital Partners, LLC - 14,491,964 shares of Common Stock
James Berylson - 15,764,964 shares of Common Stock

Refer to Item 4 below.

7 Sole Dispositive Power

Berylson Master Fund, LP - 0 shares
Berylson Capital Partners, LLC - 0 shares
James Berylson - 1,273,000 shares

8 Shared Dispositive Power

Berylson Master Fund, LP - 14,491,964 shares of Common Stock
Berylson Capital Partners, LLC - 14,491,964 shares of Common Stock
James Berylson - 15,764,964 shares of Common Stock

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

Berylson Master Fund, LP - 14,491,964 shares of Common Stock

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Berylson Capital Partners, LLC - 14,491,964 shares of Common Stock

James Berylson – 15,764,964 shares of Common Stock

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) N/A

11 Percent of Class Represented by Amount in Row (9)*

Berylson Master Fund, LP - 9.7%

Berylson Capital Partners, LLC - 9.7%

James Berylson - 10.5%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

Berylson Master Fund, LP - PN (Limited Partnership)

Berylson Capital Partners, LLC - OO (Limited Liability Company)

James Berylson – IN

SCHEDULE 13G

Item 1.

(a) Name of Issuer

Applied Minerals, Inc.

(b) Address of Issuer's Principal Executive Offices

55 Washington Street - Suite 301
Brooklyn, NY 11201

Item 2.

(a) Name of Person Filing

Berylson Master Fund, LP
Berylson Capital Partners, LLC
James Berylson

(b) Address of Principal Business Office or, if none, Residence

Berylson Master Fund, LP
Berylson Capital Partners, LLC
James Berylson
c/o Berylson Capital Partners, LLC
200 Clarendon Street, 50th Floor
Boston, MA 02116

(c) Citizenship

Berylson Master Fund, LP - Cayman Islands
Berylson Capital Partners, LLC - Delaware
James Berylson - United States

(d) Title of Class of Securities

Common Stock, par value \$0.001

(e) CUSIP Number

03823M100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance Company as defined in Section 3(a)(19) of the Act

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

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- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
(k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Note: Once incorporated, it should look like this:

- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
(k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Shares reported herein for Berylson Master Fund, LP (the "Fund") represent (i) 2,304,381 shares of the Issuer's common stock, \$0.001 par value per share (the "Common Stock") held of record by the Fund; (ii) 10,389,488 shares of Common Stock (the "Conversion Shares") issuable upon the conversion of certain convertible notes owned and held of record by the Fund; and (iii) 1,798,095 warrants to purchase 1,798,095 shares of the Common Stock (the "Warrant Shares") which were issued to the Fund on December 14, 2017. Shares reported herein for Berylson Capital Partners, LLC ("Berylson Capital") represent the above-referenced shares reported for the Fund, for which Berylson Capital serves as the investment manager. Shares reported herein for Mr. Berylson represent the above-referenced shares reported for the Fund and Berylson Capital, and 1,273,000 additional shares held of record by Mr. Berylson. Mr. Berylson is the sole owner and managing member of Berylson Capital. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

The percentages herein are calculated based upon 137,638,549 shares of the Common Stock outstanding as of November 14, 2017 (as reported in the Issuer's Quarterly Report on Form 10-Q, as filed with the United States Securities and Exchange Commission on November 14, 2017) plus the Conversion Shares plus the Warrant Shares.

(a) Amount Beneficially Owned**

Berylson Master Fund, LP - 14,491,964 shares of Common Stock
Berylson Capital Partners, LLC - 14,491,964 shares of Common Stock
James Berylson - 15,764,964 shares of Common Stock

(b) Percent of Class

Berylson Master Fund, LP - 9.7%
Berylson Capital Partners, LLC - 9.7%
James Berylson - 10.5%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

Berylson Master Fund, LP - 0 shares
Berylson Capital Partners, LLC - 0 shares
James Berylson - 1,273,000 shares

(ii) shared power to vote or to direct the vote

Berylson Master Fund, LP - 14,491,964 shares of Common Stock
Berylson Capital Partners, LLC - 14,491,964 shares of Common Stock
James Berylson - 15,764,964 shares of Common Stock

(iii) sole power to dispose or to direct the disposition of

Berylson Master Fund, LP - 0 shares
Berylson Capital Partners, LLC - 0 shares
James Berylson - 1,273,000 shares

(iv) shared power to dispose or to direct the disposition of

Berylson Master Fund, LP - 14,491,964 shares of Common Stock
Berylson Capital Partners, LLC - 14,491,964 shares of Common Stock
James Berylson - 15,764,964 shares of Common Stock

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of

the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

ExhibitsExhibit

- 99.1 Joint Filing Agreement by and among the Reporting Persons, incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission on May 1, 2015.
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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.

Date: December 18, 2017

BERYLSON MASTER FUND, LP

By: Berylson Capital Partners GP, LLC,
its General Partner

By: /s/ James Berylson
James Berylson, Managing Member

BERYLSON CAPITAL PARTNERS, LLC

By: /s/ James Berylson
James Berylson, Managing Member

JAMES BERYLSON

/s/ James Berylson
James Berylson