SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Sutherland Donald (Last) (First) (Middle) 605 W. KNOX RD., #202 (Street) TEMPE, AZ 85284 (City) (State) (Zip)	Star Mountain Resources, Inc. [SMRS] 3. Date of Earliest Transaction (Month/Day/Year) 10/20/2015 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director; 10% Owner; Officer (give title below); Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/20/2015	10/20/2015	P		400,000	A	(1)	1,729,666	I(2)	See Footnote 2

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Cumulative Preferred	$0.5	10/20/2015		P		400,000		04/20/2016	(3)	Common	800,000	(1)	800,000	I(2)	See Footnote 2
Series A Stock Purchase Warrants	$0.75	10/20/2015		P		400,000		10/20/2015	10/20/2017	Common	533,333	(1)	533,333	I(2)	See Footnote 2
Series B Stock Purchase Warrants	$1.5	10/20/2015		P		400,000		10/20/2015	10/20/2018	Common	266,667	(1)	266,667	I(2)	See Footnote 2

Explanation of Responses:

1. Reporting person acquired all of the Series C Cumulative Preferred shares, common stock, Series A Common Stock Purchase Warrants and Series B Common Stock Purchase Warrants reported herein for an aggregate of $200,000.

2. Securities are held by a trust for which the reporting person is a trustee

3. None

/s/ Donald Sutherland — 11/20/2015

** Signature of Reporting Person — Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.