

Edgar Filing: General Moly, Inc - Form SC 13D/A

General Moly, Inc
Form SC 13D/A
November 05, 2010

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 10)*

General Moly Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

451272306

(CUSIP Number)

Clint Coghill
Coghill Capital Management
1 N Wacker Dr. Ste. #4350
Chicago, IL 60606
312-324-2000

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

November 4, 2010

(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 that 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 schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 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

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CLINT D. COGHILL+* - 11,085,360#

9 SOLE DISPOSITIVE POWER

CCM MASTER QUALIFIED FUND, LTD.* - 0
CCM SPECIAL HOLDINGS FUND, LP* - 0
COGHILL CAPITAL MANAGEMENT LLC.+* - 0
CLINT D. COGHILL+* - 0

10 SHARED DISPOSITIVE POWER

CCM MASTER QUALIFIED FUND, LTD.* - 6,379,740#
CCM SPECIAL HOLDINGS FUND, LP+ - 4,705,620#
COGHILL CAPITAL MANAGEMENT LLC.+* - 11,085,360#
CLINT D. COGHILL+* - 11,085,360#

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

CCM MASTER QUALIFIED FUND, LTD.* - 6,379,740#
CCM SPECIAL HOLDINGS FUND, LP+ - 4,705,620#
COGHILL CAPITAL MANAGEMENT LLC.+* - 11,085,360#
CLINT D. COGHILL+* - 11,085,360#

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

[]

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

CCM MASTER QUALIFIED FUND, LTD.* - (8.3%)#
CCM SPECIAL HOLDINGS FUND, LP+ - (6.1%)#
COGHILL CAPITAL MANAGEMENT LLC.+* - (14.4%)#
CLINT D. COGHILL+* - (14.4%)#

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CCM Master Qualifies Fund, Ltd.* - CO
CCM Special Holdings Fund, LP* - PN
Coghill Capital Management, LLC.+* - IA
Clint D. Coghill+* - IN

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Schedule 13D

Item 1. Security and Issuer.

This statement relates to the Common Stock, of General Moly, Inc.

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Except as disclosed below, the Reporting Persons have no present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions, which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

The Reporting Persons intend to review continuously their position in the Issuer and, consistent with their respective investment purposes, each Reporting Person reserves the right, at any time and from time to time, to acquire additional Shares or dispose of any or all of its Shares depending upon an ongoing evaluation of the investment in the Shares, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Person and/or other investment consideration.

Item 5. Interest in Securities of the Issuer.

(a) CCM Master Qualified Fund, Ltd*, CCM Special Holdings Fund, LP*, Coghill Capital Management, LLC+*, and or Clint D. Coghill+* have beneficial ownership of 11,085,360 shares (14.4%). Included in this number are 4,250,000 shares to which CCM Master Qualified Fund, Ltd*, CCM Special Holdings Fund, LP*, Coghill Capital Management, LLC+*, and Clint D. Coghill+* have the right to acquire within 60 days.

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(b) Number of Shares as to which CCM Master Qualified Fund, Ltd*, CCM Special Holdings Fund, LP*, Coghill Capital Management, LLC+*, and or Clint D. Coghill+* have:

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

CCM MASTER QUALIFIED FUND, LTD.* - 0
CCM SPECIAL HOLDINGS FUND, LP+ - 0
COGHILL CAPITAL MANAGEMENT LLC.+* - 0
CLINT D. COGHILL+* - 0

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

CCM MASTER QUALIFIED FUND, LTD.* - 6,379,740# - (8.3%)#
CCM SPECIAL HOLDINGS FUND, LP+ - 4,705,620# - (6.1%)#
COGHILL CAPITAL MANAGEMENT LLC.+* - 11,085,360# - (14.4%)#
CLINT D. COGHILL+* - 11,085,360# - (14.4%)#

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

CCM MASTER QUALIFIED FUND, LTD.* - 0
CCM SPECIAL HOLDINGS FUND, LP+ - 0
COGHILL CAPITAL MANAGEMENT LLC.+* - 0
CLINT D. COGHILL+* - 0

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

CCM MASTER QUALIFIED FUND, LTD.* - 6,379,740# - (8.3%)#
CCM SPECIAL HOLDINGS FUND, LP+ - 4,705,620# - (6.1%)#
COGHILL CAPITAL MANAGEMENT LLC.+* - 11,085,360# - (14.4%)#
CLINT D. COGHILL+* - 11,085,360# - (14.4%)#

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(c) Transactions occurring within the previous 60 days:
see Exhibit B below

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect

to Securities of the Issuer.

The Issuer previously granted warrants to purchase up to 500,000 (five hundred thousand) shares of the Issuer's common stock at an exercise price of ten dollars (\$10.00) per share to each of CCM Master Qualified Fund, Ltd. and Coghill Capital Management, LLC in connection with certain advice and support provided to the Issuer and as disclosed in the Issuer's Form 8-K filing dated November 23, 2007. Under their terms, the warrants will only become exercisable on the date that the Issuer shall complete a financing that shall have been determined by the Issuer's Board of Directors to be sufficient to finance the commencement of commercial production at the Issuer's Mt. Hope

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project and will remain exercisable for a period of one year from that date. In recognition of further advice and support on recent transactions and as disclosed in the Issuer's 8-K dated April 19, 2010, the Issuer agreed to amend the warrants originally issued to reduce the exercise price of the warrants from \$10.00 per share to \$5.00 per share.

Item 7. Material to be Filed as Exhibits.

None.

Explanation of Responses:

*The reporting persons disclaim beneficial ownership of the securities except to the extent of their pecuniary interest therein.

+ Principal of the investment manager or investment manager to the investment management entity in whose account the reported securities are held.

Includes certain securities which carry the right to purchase common shares within 60 days (See Item 5).

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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: November 4, 2010

/S/ Clint D. Coghill+*

Clint D. Coghill+*

/S/ Coghill Capital Management, LLC+*

Coghill Capital Management, LLC+*

/S/ CCM Qualified Master Fund, Ltd.*

CCM Qualified Master Fund, Ltd.*

/S/ CCM Special Holdings Fund, LP*

CCM Special Holdings Fund, LP*

Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended, each of the the undersigned agrees that this Schedule 13D dated November 4, 2010 and relating to the Common Stock, par value \$0.01 of

