
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 22, 2019

HECLA MINING COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-8491
(Commission
File Number)

77-0664171
(IRS Employer
Identification No.)

**6500 North Mineral Drive, Suite 200
Coeur d'Alene, Idaho 83815-9408**
(Address of Principal Executive Offices) (Zip Code)

(208) 769-4100
(Registrant's Telephone Number, Including Area Code)

N/A
(Former name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On February 23, 2016, Hecla Mining Company (the “Company”) entered into an Equity Distribution Agreement (the “Agreement”) with BMO Capital Markets Corp. (“BMOCM”). Pursuant to the terms of the Agreement, the Company may offer and sell shares of common stock, par value \$0.25 per share (the “Shares”), from time to time through or to BMOCM. Sales of the Shares, if any, would be made by means of ordinary brokers’ transaction, as otherwise agreed between the Company and BMOCM or to BMOCM as principal. BMOCM will receive from the Company a commission equal to 2% of the gross sales proceeds of the Shares sold.

The remaining Shares that may be offered under the Agreement in the aggregate principal amount of up to \$50,021,000, have been registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to the Company’s shelf registration statement (File No. 333-229803) (the “Registration Statement”) on Form S-3, which was filed with the Securities and Exchange Commission (the “SEC”) on February 22, 2019. A copy of the legal opinion of K&L Gates LLP relating to such shares is filed as Exhibit 5.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
5.1	Opinion of K&L Gates LLP
23.1	Consent of K&L Gates LLP (contained in Exhibit 5.1)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 22, 2019

Hecla Mining Company

By: /s/ David C. Sienko
David C. Sienko
Vice President & General Counsel

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

February 22, 2019

Hecla Mining Company
6500 N. Mineral Drive, Suite 200
Coeur d'Alene, ID 83815

Ladies and Gentlemen:

We have acted as special counsel to Hecla Mining Company, a Delaware corporation (the "Company"), in connection with (i) the registration statement on Form S-3 (File No. 333-229803) (such registration statement, including the documents incorporated by reference therein, the "Registration Statement") of the Company, filed with the Securities and Exchange Commission on February 22, 2019, and (ii) the Prospectus Supplement dated February 22, 2019 (the "Prospectus") of the Company, filed with the Commission relating to the issuance and sale by the Company of shares of the Company's common stock, par value \$0.25 per share (the "Shares"), having an aggregate offering price of up to \$50,021,000 in accordance with that certain Equity Distribution Agreement, dated as of February 23, 2016, among the Company and BMO Capital Markets Corp. ("BMOCM"), as sales agent or principal (the "Distribution Agreement").

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined the Registration Statement, the Company's Restated Certificate of Incorporation, and Bylaws, and the corporate action of the Company that provides for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company. In rendering our opinion, we also have made the assumptions that are customary in opinion letters of this kind, including that: (1) the Company will have sufficient authorized and unissued shares of Common Stock at the time of each issuance of a Share pursuant to the Distribution Agreement to provide for such issuance, (2) the Shares will be evidenced by appropriate certificates, duly executed and delivered or the Company's Board of Directors will adopt a resolution, providing that all Shares shall be uncertificated in accordance with Section 158 of the General Corporation Law of the State of Delaware (the "DGCL") prior to their issuance, (3) the issuance of each Share will be duly noted in the Company's stock ledger upon its issuance, and (4) the Distribution Agreement constitutes the valid and binding agreement of the parties thereto, enforceable against the parties thereto in accordance with its terms. We have not verified any of those assumptions.

Our opinion set forth below is limited to the DGCL, and reported judicial decisions interpreting the DGCL.

Based upon the foregoing, we are of the opinion that the Shares are duly and validly authorized for issuance by the Company and, when issued and delivered by the Company and paid for pursuant to the Distribution Agreement, will be validly issued, fully paid and nonassessable.

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We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Company's current report filed on Form 8-K filed on February 22, 2019 and to the incorporation by reference of this opinion in the Registration Statement, and to the reference to our firm under the caption "Legal Matters" in the Prospectus. In giving our consent we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules or regulations thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or any subsequent changes in law.

Yours truly,

/s/ K&L Gates LLP

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