

## 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 or Section 30(h) of  
the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * MARXE AUSTIN W & GREENHOUSE DAVID M  (Last) (First) (Middle) C/O SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE, SUITE 2600  (Street) NEW YORK, NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/10/2015	3. Issuer Name and Ticker or Trading Symbol LIGHTBRIDGE Corp [LTBR]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ X 10% Owner ____ Officer (give title below) ____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Beneficially Owned</b>					
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	3,508,789 (1) (2)	I (1) (2)	By Limited Partnerships (1) (2)		

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	07/23/2010	07/28/2017	Common Stock	454,546 (1) (2)	\$ 9	I (1) (2)	By Limited Partnerships (1) (2)
Warrants	04/25/2014	04/25/2021	Common Stock	571,428 (1) (2)	\$ 2.3	I (1) (2)	By Limited Partnerships (1) (2)
Warrants	05/17/2015	05/17/2022	Common Stock	2,734,590 (1) (2)	\$ 2.31	I (1) (2)	By Limited Partnerships (1) (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022		X		

## Signatures

Adam C. Stettner	02/10/2015
**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).

This is a joint filing by Austin W. Marx (Marx), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner). Special Situations Fund III QP, L.P. (SSFQP), Special Situations Cayman Fund, L.P. (CAYMAN), Special Situations Private Equity Fund, L.P. (SSPE and together with SSFQP and CAYMAN, the Funds) hold shares of Common Stock of the Issuer (the Shares). AWM Investment Company, Inc. (AWM), the investment adviser to the Funds, holds the power to vote and the power to dispose of the Shares held by each of the Funds. Marx, Greenhouse and Stettner are the controlling principals of AWM.

While the Shares held by each of the Funds were previously reported by Marx, Greenhouse and Stettner on Form 3, reference should be made to AWM (CIK #0001002856) for any future filings with the Securities and Exchange Commission relating to the Shares held by each of the Funds. Marx, Greenhouse and Stettner

**(1)** disclaim beneficial ownership of the Shares, except to the extent of their pecuniary interest therein. This report shall not be deemed an admission that Marx, Greenhouse and Stettner are the beneficial owners of the Shares and Warrants of the Issuer held by the Funds for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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

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