

**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) 11/12/2014	3. Issuer Name and Ticker or Trading Symbol LIGHTBRIDGE Corp [LTBR]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

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)	I (1)	By Limited Partnerships (1)

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 (3)	\$ 9	I (3)	By Limited Partnerships (3)
Warrants	04/25/2014	04/25/2021	Common Stock	571,428 (3)	\$ 2.3	I (3)	By Limited Partnerships (3)
Warrants	05/17/2015	05/17/2022	Common Stock	2,734,590 (2) (4)	\$ 2.31	I (2) (4)	By Limited Partnerships (2) (4)

**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**

Austin W. Marxe	11/19/2004
**Signature of Reporting Person	Date
David M. Greenhouse	11/19/2014
**Signature of Reporting Person	Date
Adam C. Stettner	11/19/2014

## 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).

(1) This is a joint filing by Austin W. Marxe (Marxe), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cayman) and Special Situations Private Equity Fund, L.P. (PE). 2,130,044 shares of Common Stock are held by QP, 719,684 shares of Common Stock are held by Cayman, 659,061 shares of Common Stock are held by PE. The interest of Marxe, Greenhouse and Stettner in the shares of Common Stock owned by QP, Cayman and PE is limited to the extent of his pecuniary interest.

(2) This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cayman) and Special Situations Private Equity Fund, LP (PE). 2,366,680 Warrants are owned by QP, 788,961 Warrants are owned by Cayman and 634,923 Warrants are owned by PE. The interest of Marxe, Greenhouse and Stettner in the shares of Warrants owned by QP, Cayman and PE are limited to the extent of his pecuniary interest.

(3) The warrants described above may be exercised to the extent that the total number of shares of Common Stock then beneficially owned does not exceed 4.99% of the outstanding shares. The holder may request an increase of up to 9.99% of the outstanding shares, effective on the 61st day after notice is given to the Company.

(4) The warrants described above may be exercised to the extent that the total number of shares of Common Stock then beneficially owned does not exceed 4.99% of the outstanding shares. The holder may request an increase of up to 19.99% of the outstanding shares, effective on the 61st day after notice is given to the Company.

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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