

921638

SEC 1972 (6/02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption

FEB 09 2004

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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1



FORM D PROCESSED FEB 11 2004 THOMSON FINANCIAL

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Issuance of units, consisting of: one common share and one purchase warrant for one common share ("Units")

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Silver Standard Resources Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada Tel: 604-689-3846

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

The issuer is a silver mineral exploration and development company with silver-dominant projects in several countries.

Type of Business Organization

- [X] corporation [] limited partnership, already formed [] other (please specify) [] business trust [] limited partnership, to be formed

Handwritten signature

Full Name (Last name first, if individual)

Quartermain, Robert A.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Johnston, David L.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

McLeod-Seltzer, Catherine

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Meyer, William

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Sue, Linda J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Mitchell, Ross A.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

McNaughton, Kenneth C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Ovsenek, Joseph J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Silver Standard Resources Inc., 999 West Hastings Street, Suite 1180, Vancouver, B.C. V6C 2W2 Canada

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
Answer also in Appendix, Column 2, if filing under ULOE. [] [X]

2. What is the minimum investment that will be accepted from any individual?.....None

3. Does the offering permit joint ownership of a single unit?..... Yes No
[] [X]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Global Resource Investments Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

7770 El Camino Real , Carlsbad CA, USA 92009

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [~~CA~~] [CO] [CT] [~~DE~~] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [~~NV~~] [NC] [ND] [OH] [OK] [OR] [~~PA~~]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [~~WV~~] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....		
Equity (See explanation at Item C.5 below)	\$16,836,045*	\$16,836,045

Common Preferred (See Units")

* All "\$" referenced are in U.S. dollars. Figures have been converted from Canadian dollars into U.S. dollars based on the conversion rate of U.S. \$1.00 equals Cdn. \$1.29.

Convertible Securities (including warrants)		
Partnership Interests		
Other (Specify _____).		
Total	\$16,836,045	\$16,836,045

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount Of Purchases
Accredited Investors	10	\$16,836,045
Non-accredited Investors (See Explanation at Item 5 below)	0	0
Total (for filings under Rule 504 only)		

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

	Type of Security	Dollar Amount Sold
N/A		
Type of offering		
Rule 505		
<u>Regulation A</u>		
Rule 504		
Total		

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X]	\$2,000
Printing and Engraving Costs	[]	
Legal Fees	[X]	\$7,500
Accounting Fees	[]	
Engineering Fees	[]	
Sales Commissions (specify finders' fees separately)**	[]	
**Excludes 31,250 brokers compensation warrants for Units sold in the United States, exercisable at a price of \$11.47 per Unit.		
Other Expenses (identify): Blue Sky Filings	[X]	\$1,050
Total	[X]	\$10,550

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." (See Explanation at Item 5 below)

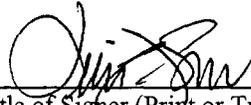
\$16,825,495

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Purchase of real estate	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Repayment of indebtedness	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> \$9,000,000
Working capital	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> \$5,825,495
Other (Specify) Exploration programs.....	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> \$2,000,000
Column Totals	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> <u>\$16,825,495</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Silver Standard Resources Inc.	Signature 	Date January 28, 2004
Name of Signer (Print or Type) Linda J. Sue	Title of Signer (Print or Type) Corporate Secretary	

ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)**