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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**USA RARE EARTH, INC.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**91733P107**

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(CUSIP Number)

**06/30/2025**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)
- 
- 

SCHEDULE 13G

**CUSIP No.** 91733P107

Names of Reporting Persons

1

Alyeska Investment Group, L.P.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 0.00  
Shared Voting Power  
6  
9,375,704.00  
Sole Dispositive Power  
7  
0.00  
Shared Dispositive Power  
8  
9,375,704.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

9,375,704.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

9.9 %

12 Type of Reporting Person (See Instructions)

IA

## SCHEDULE 13G

**CUSIP No.** 91733P107

1 Names of Reporting Persons

Alyeska Fund GP, LLC

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only

4 Citizenship or Place of Organization

DELAWARE

Sole Voting Power

5  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 6  
Shared Voting Power  
9,375,704.00

7  
Sole Dispositive Power

0.00

8  
Shared Dispositive Power

9,375,704.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

9,375,704.00

10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11 Percent of class represented by amount in row (9)

9.9 %  
Type of Reporting Person (See Instructions)

12

OO

## SCHEDULE 13G

**CUSIP No.** 91733P107

Names of Reporting Persons

1

Anand Parekh

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares

Shared Voting Power

6

Beneficially  
Owned by  
Each

9,375,704.00

Reporting  
Person

Sole Dispositive Power

7

0.00

With:

Shared Dispositive

8

Power

9,375,704.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

9,375,704.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

9.9 %

Type of Reporting Person (See Instructions)

12

IN

## SCHEDULE 13G

Item 1.

Name of issuer:

(a)

USA RARE EARTH, INC.

Address of issuer's principal executive offices:

(b)

100 W Airport Road, Stillwater, OK 74075

Item 2.

(a)

Name of person filing:

(i) Alyeska Investment Group, L.P. (ii) Alyeska Fund GP, LLC (iii) Anand Parekh

Address or principal business office or, if none, residence:

- (b) (i) 77 West Wacker Drive, 7th Floor, Chicago, IL 60601 (ii) 77 West Wacker Drive, 7th Floor, Chicago, IL 60601 (iii) 77 West Wacker Drive, 7th Floor, Chicago, IL 60601

Citizenship:

- (c) (i) Alyeska Investment Group, L.P. - Delaware (ii) Alyeska Fund GP, LLC - Delaware (iii) Anand Parekh - United States of America

Title of class of securities:

- (d) Common Stock

CUSIP No.:

- (e) 91733P107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) 9,460,937

Percent of class:

- (b) 9.99% %

(c) Number of shares as to which the person has:

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

0

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

9,460,937

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

9,460,937

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.  
Not Applicable
- Item 8. Identification and Classification of Members of the Group.  
Not Applicable
- Item 9. Notice of Dissolution of Group.  
Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

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.

Alyeska Investment Group, L.P.

Signature: Jason Bragg  
Name/Title: Jason Bragg | Chief Financial Officer  
Date: 08/14/2025

Alyeska Fund GP, LLC

Signature: Jason Bragg  
Name/Title: Jason Bragg | Chief Financial Officer  
Date: 08/14/2025

Anand Parekh

Signature: Anand Parekh  
Name/Title: Anand Parekh | Self  
Date: 08/14/2025

**Exhibit Information**

Item 4. Ownership: The reporting persons are the beneficial owners of 9,375,704 shares of Common Stock of the Issuer and hold warrants to purchase 14,654,854 shares of the Issuer's Common Stock (the "Warrants"). However, per their terms, the Warrants can only be exercised into such number of shares that would constitute 9.9% of the total number of Common Stock of the Issuer outstanding immediately after giving effect to the issuance of Common Stock upon exercise of this Warrant by the Holder. Accordingly, as of June 30, 2025 the reporting persons may only exercise up to 485,834 Ordinary Shares under the Warrant Agreement, and as such, is reporting beneficial ownership of only such number of shares. The percentage calculation assumes that there are currently 94,704,077 outstanding Common Stock of the Issuer, based on the Issuer's Form S-1/A filed with the Securities and Exchange Commission on July 10, 2025. JOINT FILING STATEMENT PURSUANT TO RULE 13d-1(k) The undersigned acknowledge and agree that the foregoing statement on SCHEDULE 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on SCHEDULE 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.