

GOLDCORP INC
Form S-8 POS
April 22, 2019

As filed with the Securities and Exchange Commission on April 22, 2019

Registration No. 333-126038

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

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT NO. 333-126038

UNDER
THE SECURITIES ACT OF 1933

Goldcorp Inc.

(Exact name of registrant as specified in its charter)

Ontario, Canada
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

Suite 3400 - 666 Burrard Street

**Vancouver, British Columbia
(Address of Principal Executive Offices)**

**V6C 2X8
(Zip Code)**

Goldcorp Inc. 2002 Stock Option Plan

(Full title of plan)

CT Corporation System, 111 Eighth Avenue

New York, New York 10011

(Name and address of agent for service)

(800) 223-7567

(Telephone number, including area code, of agent for service)

with copies to:

David S. Stone, Esq.

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(312) 269-8000

(416) 869-5300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this Post-Effective Amendment) relates to Registration Statement No. 333-126038 of Goldcorp Inc. (the Company or the Registrant) on Form S-8 (the Registration Statement) filed by the Company with the Securities and Exchange Commission on June 22, 2005, registering 5,979,644 of the Company's common shares (the Common Shares) for issuance under the Goldcorp Inc. 2002 Stock Option Plan.

The Company entered into an Arrangement Agreement, dated as of January 14, 2019, which was subsequently amended on February 19, 2019, by and between the Company and Newmont Mining Corporation (Newmont), pursuant to which Newmont acquired all of the issued and outstanding common shares of the Company (the Arrangement) and the Company became a wholly-owned subsidiary of Newmont. The Arrangement became effective on April 18, 2019.

In connection with the Arrangement, the offerings of the Common Shares pursuant to the Registration Statement have been terminated. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement and, in accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities being registered which remain unsold at the termination of the offering, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statement, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on April 22, 2019.

GOLDCORP INC.

By: /s/ Todd White

Name: Todd White

Title: President

Other than the signature of the Authorized Representative pursuant to Section 6(a) of the Securities Act of 1933, as amended (the Securities Act), no other person is required to sign this Post-Effective Amendment to the Registration Statement pursuant to Rule 478 of the Securities Act.

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this Post-Effective Amendment to the above-referenced Registration Statement, solely in the capacity of the duly authorized representative of Goldcorp Inc. in the United States, on April 22, 2019.

GOLDCORP USA INC.

(Authorized U.S. Representative)

By: /s/ Todd White
Name: Todd White
Title: President