

SOUTHERN PERU COPPER CORP/  
Form 10-K/A  
June 28, 2004

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## 2003 FORM 10-K/A

### ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

Commission File Number: 1-14066

## SOUTHERN PERU COPPER CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**13-3849074**

(I.R.S. Employer  
Identification No.)

**2575 East Camelback Road, Phoenix, AZ. 85016**

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: **(602) 977-6500**

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>               | <b>Name of each exchange<br/>on which registered</b> |
|--|--|
| Common Stock, par value \$0.01 per share | New York Stock Exchange<br>Lima Stock Exchange       |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best knowledge of the registrant, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Act of 1934)

Yes  No

As of February 29, 2004, there were of record 14,113,552 shares of Common Stock, par value \$0.01 per share, outstanding, and the aggregate market value of the shares of Common Stock (based upon the closing price on such date as reported on the New York Stock Exchange - Composite Transactions) of Southern Peru Copper Corporation held by non affiliates was approximately \$533 million. As of the above date, there were also 65,900,833 shares of Class A Common Stock, par value \$0.01 per share, outstanding. Class A Common Stock is convertible on a one-to-one basis into Common Stock.

PORTIONS OF THE FOLLOWING DOCUMENTS ARE INCORPORATED BY REFERENCE:

Part IV: Exhibit index is on page B1 through B3.

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Southern Peru Copper Corporation

FORM 10-K/A

December 31, 2003

INDEX

FORM 10-K/A

ITEM 14

EXHIBIT INDEX

FORM 11-K

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Southern Peru Copper Corporation and Subsidiaries

FORM 10-K/A

December 31, 2003

The undersigned registrant hereby amends the 2003 Annual Report on Form 10-K as set forth in the pages attached hereto to add the information, financial statements and exhibits required by Form 11-K filed with respect to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries pursuant to Rule 15d-21.

The following item has been refiled to reflect such amendments:

Item 14. Exhibits, Financial Statements Schedules and Reports on Form 8-K.

The Exhibits Index has been amended and is refiled herewith to include as Exhibit 99 the report on Form 11-K relating to the Savings Plan for Salaried Employees of Southern Peru Copper Corporation and Participating Subsidiaries, which is filed herewith.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

Southern Peru Copper Corporation

By /s/ Jose N. Chirinos

Jose N. Chirinos  
Treasurer

Dated: June 25, 2004



PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

Southern Peru Copper Corporation

Exhibit Index

| <b>Sequential<br/>Exhibit<br/>Number</b> | <b>Document Description</b>  |
|--|--|
| 3.                                       | Certificate of Incorporation and By-Laws   |
| 3.1                                      | Restated Certificate of Incorporation, filed December 29, 1995 (Filed as Exhibit 3.1 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)                            |
| 3.2                                      | Certificate of Decrease, filed February 29, 1996 (Filed as Exhibit 3.2 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)  |
| 3.3                                      | Certificate of Increase, filed February 29, 1996 (Filed as Exhibit 3.3 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)  |
| 3.4                                      | Certificate of Decrease, filed March 24, 1997 (Filed as Exhibit 3.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference)          |
| 3.5                                      | Certificate of Increase, filed March 24, 1997 (Filed as Exhibit 3.5 to the Company's Quarterly Report for the quarter ended March 31, 1997 and incorporated herein by reference)                       |
| 3.6                                      | Certificate of Amendment of Restated Certificate of Incorporation, filed January 18, 2002 (Filed as Exhibit 3.6 to the Company's 2001 Annual Report on Form 10-K and incorporated herein by reference) |
| 3.7                                      | Certificate of Ownership and Merger merging Southern Peru Limited into Southern Peru Copper Corporation filed December 31, 1998  |
| 3.8                                      | By-Laws, as last amended on February 3, 1998 (Filed as Exhibit 3.6 to the Company's 1997 Annual Report on Form 10-K and incorporated herein by reference)  |

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| <b>Sequential Exhibit Number</b> | <b>Document Description</b>   |
|----------------------------------|---|
| 10.                              | Material Contracts  |
| 10.1                             | Form of Agreement Among Certain Stockholders of the Company (Filed as Exhibit 10.1 to the Company's Registration Statement on Form S-4, as amended by Amendments No. 1 and 2 thereto, File No 33-97790 (the Form S-4 ), and incorporated herein by reference)   |
| 10.2                             | First Amendment to the Agreement Among Certain Stockholders of Southern Peru Cooper Corporation (Filed as an exhibit to the Company's Report on Form 10-Q for the third quarter of 2001 and incorporated herein by reference)   |
| 10.3                             | Tax Stability Agreement, dated August 8, 1994, between the Government of Peru and the Company regarding SX/EW facility (and English translation) (Filed as Exhibit 10.3 to the Company's Form S-4 and incorporated herein by reference)   |
| 10.4                             | Incentive Compensation Plan of the Company (Filed as Exhibit 10.11 to the Company's Form S-4 and incorporated herein by reference)  |
| 10.5                             | Stock Incentive Plan of the Company (Filed as an Exhibit to the Company's Registration Statement on Form S-8 dated March 25, 1996 (Registration No. 333-2736) and incorporated herein by reference)   |
| 10.6                             | Form of Directors Stock Award Plan of the Company (Filed as Exhibit 10.16 to the Company's Form S-4 and incorporated herein by reference)   |
| 10.7                             | Deferred Fee Plan for Directors, as amended and restated as of November 4, 1999 (Filed as Exhibit 10.7 to the Company's 1999 Annual Report on Form 10-K and incorporated herein by reference). The Plan was terminated effective July 2003  |
| 10.8                             | Service Agreement entered into by the Company with a subsidiary of Grupo Mexico S.A. de C.V., assigned upon the same terms and conditions to Grupo Mexico S.A. de C.V.in February 2004 (Filed as Exhibit 10.10 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference) |

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| <b>Sequential Exhibit Number</b> | <b>Document Description</b>  |
|----------------------------------|--|
| 14.                              | Code of Ethics adopted by the Board of Directors on May 8,2003   |
| 21.1                             | Subsidiaries of the Company  |
| 23.1                             | Consent of Independent Accountants (PricewaterhouseCoopers, LLP)   |
| 23.2                             | Consent of Independent Accountants (Deloitte & Touche LLP)   |
| 23.3                             | Notice regarding consent of Arthur Andersen LLP  |
| 31.1                             | Certification required by Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2                             | Certification required by Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32.1                             | Certification required by Section 906 of the Sarbanes-Oxley Act of 2002. This document is being furnished in accordance with SEC Release No. 33-8238 |
| 32.2                             | Certification required by Section 906 of the Sarbanes-Oxley Act of 2002. This document is being furnished in accordance with SEC release No. 33-8238 |
| 99.                              | Report on Form 11-K relating to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries                                  |
| 99.1                             | Consent of Independent Accountants (PricewaterhouseCoopers)  |
| 99.2                             | Consent of Independent Accountants (Keegan, Linscott & Kenon,P.C.)   |

Copies of exhibits may be acquired upon written request to the Treasurer and the payment of processing and mailing costs.