

GOLDCORP INC  
Form S-8 POS  
April 22, 2019

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

Registration No. 333-126039

Registration No. 333-151243

Registration No. 333-174376

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT NO. 333-126039**  
**FORM S-8**  
**REGISTRATION STATEMENT NO. 333-151243**  
**FORM S-8**  
**REGISTRATION STATEMENT NO. 333-174376**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Goldcorp Inc.**

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(Exact name of registrant as specified in its charter)

|                                                                                                                                                                                                                                                                     |                                                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Ontario, Canada<br>(State or other jurisdiction of<br>incorporation or organization)<br>Suite 3400 - 666 Burrard Street<br><br>Vancouver, British Columbia<br>(Address of Principal Executive Offices)<br>Goldcorp Inc. Amended and Restated 2005 Stock Option Plan | Not Applicable<br>(I.R.S. Employer<br>Identification No.)<br><br>V6C 2X8<br>(Zip Code) |
| (Full title of plan)<br>CT Corporation System, 111 Eighth Avenue<br>New York, New York 10011<br>(Name and address of agent for service)<br>(800) 223-7567<br>(Telephone number, including area code, of agent for service)                                          |                                                                                        |

*with copies to:*

|                                                                                                                                                                           |                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| David S. Stone, Esq.<br>John J. Koenigs knecht, Esq.<br>Neal, Gerber & Eisenberg LLP<br>Two North LaSalle Street, Suite 1700<br>Chicago, Illinois 60602<br>(312) 269-8000 | Paul Stein, Esq.<br>Cassels Brock & Blackwell LLP<br>Suite 2100, Scotia Plaza<br>40 King Street West<br>Toronto, ON M5H 3C2<br>(416) 869-5300 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|

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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

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 the following Registration Statements of Goldcorp Inc. (the Company or the Registrant ) on Form S-8 (collectively, the Registration Statements ) filed by the Company with the Securities and Exchange Commission:

Registration Statement No. 333-126039, filed with the Commission on June 22, 2005, registering 12,500,000 of the Company's common shares (the Common Shares ) for issuance under the Goldcorp Inc. 2005 Stock Option Plan (as subsequently amended and restated, the Plan );

Registration Statement No. 333-151243, filed with the Commission on May 29, 2008, registering an additional 20,000,000 Common Shares for issuance under the Plan; and

Registration Statement No. 333-174376, filed with the Commission on May 20, 2011, registering an additional 14,000,000 Common Shares for issuance under the 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 Statements have been terminated. Accordingly, the Company hereby terminates the effectiveness of the Registration Statements and, in accordance with undertakings made by the Company in the Registration Statements 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 Statements, 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 Statements 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 Statements, 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