

GOLDCORP INC  
Form F-10POS  
April 22, 2019

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

Registration No. 333-217392

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

**POST-EFFECTIVE AMENDMENT NO. 4 TO**  
**FORM F-10**  
**REGISTRATION STATEMENT**  
***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)**

**1041**  
**(Primary Standard Industrial**  
**Classification Code Number)**

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

**Suite 3400 - 666 Burrard Street**

**Vancouver, British Columbia**

**V6C 2X8 Canada**

**(604) 696-3000**

**(Address and Telephone Number of Registrant's Principal Executive Offices)**

**CT Corporation System**

**111 Eighth Avenue**

**New York, New York 10011**

**(800) 223-7567**

**(Name Address (Including Zip Code) and Telephone Number (Including Area Code) of Agent For Service in the United States)**

*with copies to:*

**David S. Stone, Esq.**

**John J. Koenigsnecht, Esq.**

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**40 King Street West**

**Toronto, ON M5H 3C2**

**(416) 869-5300**

**Approximate date of commencement of proposed sale to public:** Not applicable. Removal from registration of securities that were not sold pursuant to this registration statement.

**Canada**

**Province of British Columbia**

**(Principal Jurisdiction Regulating this Offering)**

It is proposed that this filing shall become effective (check appropriate box):

- A. Upon filing with the Commission pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. At some future date (check the appropriate box below).
  - 1. Pursuant to Rule 467(b) on \_\_\_\_\_ (date) at \_\_\_\_\_ (time) (designate a time not sooner than seven calendar days after filing).
  - 2. Pursuant to Rule 467(b) on \_\_\_\_\_ (date) at \_\_\_\_\_ (time) (designate a time not sooner than seven calendar days after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on \_\_\_\_\_ (date).
  - 3. Pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
  - 4. After the filing of the next amendment to this form (if preliminary material is being filed).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 4 (this Post-Effective Amendment ), filed by Goldcorp Inc. (the Company ), removes from registration all of the unsold securities registered under the Registration Statement on Form F-10 (Registration No. 333-217392) filed by the Company with the U.S. Securities and Exchange Commission on April 20, 2017, as amended by Post-Effective Amendment No. 1 on May 24, 2017, Post-Effective Amendment No. 2 on May 30, 2017 and Post-Effective Amendment No. 3 on June 8, 2017 (the Registration Statement ), registering the sale by the Company from time to time of up to an aggregate 11,514,330 of the Company s common shares (the Common Shares ).

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 offering of the Common Shares pursuant to the Registration Statement has been terminated. Accordingly, the Company is terminating all offerings of and deregistering its securities pursuant to the Registration Statement. The Company, by filing this Post-Effective Amendment, hereby removes from registration any and all securities registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this Registration Statement 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

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Todd White  Todd White	President, Chief Executive Officer  and Director (principal  executive officer)	April 22, 2019
/s/ Nancy K. Buese  Nancy K. Buese	Chief Financial Officer and Director  (principal financial and accounting  officer)	April 22, 2019
/s/ Randy Engel  Randy Engel	Director	April 22, 2019
/s/ Stephen P. Gottesfeld  Stephen P. Gottesfeld	Director	April 22, 2019

**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

New Roman" SIZE="2">Dreyfus Appreciation Fund, Inc. (7,995)

Unitrin Stock Fund

(15,651)

Janus Overseas Fund

(19,129)

Net Depreciation in Fair Value of Investments

\$(79,252)

Additional information concerning the above listed investments is contained in the prospectuses and financial statements of the funds.

**Note 4 Fair Value Measurements**

SFAS No. 157 defines fair value and establishes a hierarchal framework which prioritizes and ranks the market price observability used in fair value measurements. Market price observability is affected by a number of factors, including the type of asset or liability and the characteristics specific to the asset or liability being measured. Assets and liabilities with readily available, active, quoted market prices or for which fair value can be measured from actively quoted prices generally are deemed to have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

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**Note 4 Fair Value Measurements (continued)**

Under SFAS No. 157, the inputs used to measure fair value must be classified into one of three levels as follows:

*Level 1* Quoted prices in an active market for identical assets or liabilities;

*Level 2* Observable inputs other than Level 1, quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model-derived prices whose inputs are observable or whose significant value drivers are observable; and

*Level 3* Assets and liabilities whose significant value drivers are unobservable.

Observable inputs are based on market data obtained from independent sources, while unobservable inputs are based on the Plan's market assumptions. Unobservable inputs require significant management judgment or estimation. In some cases, the inputs used to measure an asset or liability may fall into different levels of the fair value hierarchy. In those instances, the fair value measurement is required to be classified using the lowest level of input that is significant to the fair value measurement. Such determination requires significant management judgment. In accordance with SFAS No. 157, the Plan is not permitted to adjust quoted market prices in an active market, even if the Plan owns a large investment, the sale of which could reasonably impact the quoted price.

The valuation of assets measured at fair value at December 31, 2008 is summarized below:

(Dollars in Thousands)	Level 1	Level 2	Level 3	Total Fair Value
Investments at Fair Value:				
Collective Trusts	\$	\$ 74,368	\$	\$ 74,368
Common Stocks	9,006			9,006
Mutual Fund Shares	103,575			103,575
Loans to Participants			7,812	7,812
Total Investments at Fair Value	\$ 112,581	\$ 74,368	\$ 7,812	\$ 194,761

Additional information pertaining to the changes in the fair value of the Plan's investments classified as Level 3 for the year ended December 31, 2008 is presented below:

(Dollars in Thousands)	Loans to Participants
Balance at January 1, 2008	\$ 8,849
Purchases, issuances, and settlements	(1,037)
Balance at December 31, 2008	\$ 7,812

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**Note 5 Federal Income Tax Status**

The Plan is exempt from income taxes under Section 401(a) of the Code. The Plan was restated in its entirety, effective April 1, 2007. Subsequent to the restatement, the Plan received a new favorable determination letter dated October 15, 2008 from the Internal Revenue Service. The Company believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code, and the Plan and related trust continue to be exempt from income taxes. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Under Federal income tax statutes, regulations, and interpretations, income taxes on amounts that a participant accumulates in the Plan are deferred and therefore not included in the participant's taxable income until those amounts are actually distributed. Except for certain contributions made prior to April 1, 1993, contributions are considered pre-tax deposits and are not subject to Federal income taxes at the time of contribution. Prior to April 1, 1993, certain contributions were made on an after-tax basis and are not subject to income tax when they are distributed to the participant because they have already been taxed. A participant's account balance, except for after-tax contributions made prior to April 1, 1993, is taxable income and generally is taxed at ordinary income tax rates when distributed. However, favorable tax treatment through special averaging provisions may apply to participants of a certain age. An additional 10 percent Federal income tax penalty may be imposed on all taxable income distributed to a participant unless the distribution meets certain requirements contained within Section 72 of the Code.

Taxable distributions from the Plan generally are subject to a 20 percent Federal income tax withholding unless directly rolled over into another eligible employer plan or Individual Retirement Account. Distributions of shares of Unitrin common stock generally are not subject to the 20 percent withholding, and special tax rules may apply to the calculation of net unrealized appreciation on such stock.

If the Code and the Plan's requirements concerning loans to participants are satisfied, the amounts loaned to participants will not be treated as taxable distributions. If, however, the loan requirements are not satisfied and a default occurs, the loans will be treated as distributions from the Plan for Federal income tax purposes, and the tax consequences discussed above for distributions may apply. Interest payments made on the loans are generally not tax deductible.

**Note 6 Related Parties**

Participants are permitted to invest in certain investment funds sponsored by the Wells Fargo Bank, N.A. group of companies.

One of Unitrin's directors, Mr. Fayez Sarofim, is the Chairman of the Board, President and majority shareholder of Fayez Sarofim & Co. (FS&C), a registered investment advisory firm. FS&C is a sub-investment adviser of the Dreyfus Appreciation Fund, Inc., which is an investment option in the Plan.



**Table of Contents****Note 6 Related Parties (continued)**

At December 31, 2008 and 2007, Plan assets included 544,319 shares and 473,992 shares of Unitrin common stock, respectively, at aggregate fair values of \$8.7 million and \$22.7 million, respectively. The Plan recorded dividends of \$0.9 million from participants' investments in the Unitrin Stock Fund for the year ended December 31, 2008.

**Note 7 Plan Merger**

At December 31, 2007, Merastar Insurance Company, a wholly-owned subsidiary of the Company, was the sponsor of the Merastar Employees 401(K) Plan (the Merastar Plan). The Merastar Plan was merged into the Plan on May 20, 2008, and the related assets of the Merastar Plan, with a fair value of \$5.2 million, were transferred into the Plan.

**Note 8 Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of Net Assets Available for Benefits per the Financial Statements to Total Assets per the Form 5500 and Net Assets per the Form 5500 at December 31, 2008 and 2007.

<b>(Dollars in Thousands)</b>	<b>December 31, 2008</b>	<b>December 31, 2007</b>
Net Assets Available for Benefits per the Financial Statements	\$ 198,422	\$ 276,542
Less: Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Investment Contracts	(3,516)	(370)
<b>Total Assets per the Form 5500</b>	<b>194,906</b>	<b>276,172</b>
Less: Liability for Unpaid Benefits per the Form 5500	(138)	(108)
<b>Net Assets per the Form 5500</b>	<b>\$ 194,768</b>	<b>\$ 276,064</b>

The following is a reconciliation of Decrease in Net Assets Available for Benefits per the Financial Statements to Net Loss per the Form 5500 for the year ended December 31, 2008.

<b>(Dollars in Thousands)</b>	
Decrease in Net Assets Available for Benefits per the Financial Statements	\$ (78,120)
Less:	
Transfers in from Other Benefit Plan (See Note 7)	(5,161)
Change in the Liability for Unpaid Benefits per the Form 5500	(30)
Change in Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Investment Contracts	(3,146)
<b>Total Net Loss per the Form 5500</b>	<b>\$ (86,457)</b>

**Table of Contents****Unitrin, Inc. 401(k) Savings Plan****Schedule of Assets (Held at End of Year)****As of December 31, 2008****(Dollars in Thousands)**

EIN #: 95-4255452

PLAN #: 003

<b>Party-in-interest</b>	<b>Identity of Issuer, Borrower, Lessor or Similar Party</b>	<b>Description of Investment</b>	<b>Current Value</b>
*	Wells Fargo Stable Return Fund G	Collective Trust	\$ 62,473
	PIMCO Total Return Instl Fund	Mutual Fund Shares	18,656
	Janus Overseas Fund	Mutual Fund Shares	15,245
*	Dreyfus Appreciation Fund, Inc.	Mutual Fund Shares	14,690
*	Wells Fargo S&P 500 Index Fund G	Collective Trust	11,723
	American Funds Growth Fund of America R5	Mutual Fund Shares	11,416
	Van Kampen Equity and Income I Fund	Mutual Fund Shares	9,619
	Perkins Small Cap Value Instl Fund	Mutual Fund Shares	9,231
*	Unitrin Stock Fund	Common Stock	9,006
	Allianz CCM Mid Cap Instl Fund	Mutual Fund Shares	6,469
	Hotchkis and Wiley Large Cap Value I Fund	Mutual Fund Shares	4,582
	Goldman Sachs Mid Cap Value Instl Fund	Mutual Fund Shares	3,452
	Baron Small Cap Fund	Mutual Fund Shares	2,430
	Fidelity Advisor Freedom 2020 I	Mutual Fund Shares	2,329
	Fidelity Advisor Freedom 2040 I	Mutual Fund Shares	1,776
	Fidelity Advisor Freedom 2030 I	Mutual Fund Shares	1,757
	Fidelity Advisor Freedom 2010 I	Mutual Fund Shares	1,211
	Fidelity Advisor Freedom Inc I	Mutual Fund Shares	604
*	Wells Fargo International Equity Index (G) Fund	Collective Trust	172
	Fidelity Advisor Freedom 2050 I	Mutual Fund Shares	108
*	Participants	Participant Loans (4.25% - 9.5% Maturing 2008 to 2014)	7,812
			\$ 194,761

\* This party is known to be a party-in-interest to the Plan.  
See Accompanying Report of Independent Registered Public Accounting Firm.

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Pursuant to the requirements of the Securities Exchange Act of 1934, Unitrin, Inc., as plan administrator of the Unitrin, Inc. 401(k) Savings Plan, has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITRIN, INC. 401(k) SAVINGS PLAN

By: Unitrin, Inc.

/s/ Richard Roeske  
Richard Roeske  
Vice President

June 25, 2009