

ELDORADO GOLD CORP /FI
Form 40-F/A
May 06, 2010

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

FORM 40-F/A

(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12
OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

Commission file number:
001-31522
ELDORADO GOLD CORPORATION

(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|---|--|
| Canada (Province or other jurisdiction of incorporation or organization) | 1040 (Primary Standard Industrial Classification Code) | N/A (I.R.S. Employer Identification No.) |
|--|---|--|

Suite 1188 – 550 Burrard Street
Vancouver, British Columbia, Canada V6C 2B5

(604) 687-4018

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

CT Corporation System
11 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940
(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United
States)

Copies to:
Kenneth G. Sam
Dorsey & Whitney LLP
Republic Plaza Building, Suite 4700
370 Seventeenth Street
Denver, Colorado 80202
(303) 629-3445

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

Title of Each Class:
Common Shares, no par value

Name of Each Exchange On Which Registered:
NYSE

Securities registered or to be registered pursuant to Section 12(g) of the Act: N/A

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: N/A

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: As at December 31, 2009, 537,136,235 common shares of the Registrant were issued and outstanding.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

EXPLANATORY NOTE

Eldorado Gold Corporation (the “Company” or the “Registrant”) is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on Form 40-F/A pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act. The equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is filing this Amendment No. 1 to its annual report on Form 40-F, as originally filed on March 31, 2010, to revise the disclosure under the heading “NYSE Corporate Governance” to reflect a typographical error in the disclosure of the Company’s quorum requirements and to file the consents of Mr. John Chen, Mr. Peter J. Perkins, Dr. Yumin Qiu, and Mr. Weifeng Li, which were previously unavailable. No other amendments are being made to the annual report on Form 40-F as originally filed.

NYSE CORPORATE GOVERNANCE

The Company’s common shares are listed on the NYSE. Section 303A.11 of the NYSE Listed Company Manual permits foreign private issuers to follow home country practices in lieu of certain provisions of the NYSE Listed Company Manual. A foreign private issuer that follows home country practices in lieu of certain provision of the NYSE Listed Company Manual must disclose any significant ways in which its corporate governance practices differ from those followed by domestic companies either on its website or in the annual report that it distributes to shareholders in the United States. A description of the significant ways in which the Company’s governance practices differ from those followed by domestic companies pursuant to NYSE standards is as follows:

Shareholder Meeting Quorum Requirement: The NYSE is of the opinion that the quorum required for any meeting of shareholders should be sufficiently high to insure a representative vote. The Company’s quorum requirement is set forth in its Bylaws. A quorum for a meeting of shareholders of the Company is two persons who are present and authorized to cast, in person or by proxy, an aggregate of not less than 25% of the shares entitled to be voted at the meeting.

Proxy Delivery Requirement: The NYSE requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies shall be solicited pursuant to a proxy statement that conforms to SEC proxy rules. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

The foregoing are consistent with the laws, customs and practices in Canada.

EXHIBITS

Annual Information

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|--------|---|
| 99.1* | Annual Information Form of the Company for the year ended December 31, 2009 |
| 99.2** | The following audited consolidated financial statements of the Company, are exhibits to and form a part of this Report: Auditors’ Reports on Consolidated Financial Statements and Internal Control Over Financial Reporting |

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|----------------|--|
| | Consolidated Balance Sheets as of December 31, 2009 and 2008 |
| | Consolidated Statements of Operations and Deficit for the years ended December 31, 2009 and 2008 |
| | Consolidated Statement of Cash Flows for the years ended December 31, 2009 and 2008 |
| | Consolidated Statements of Comprehensive Income for the years ended December 31, 2009 and 2008 |
| | Notes to Consolidated Financial Statements (which includes a reconciliation with United States GAAP) |
| 99.3** | Management Discussion and Analysis |
| Certifications | |
| 99.4 | Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act |
| 99.5 | Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act |
| 99.6 | Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.7 | Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| Consents | |
| 99.8* | Consent of KPMG LLP |
| 99.9* | Consent of John Edward Hearne, RSG Global Pty Ltd |
| 99.10* | Consent of Scott Cowie, Wardrop Engineering Inc. |
| 99.11* | Consent of Roberto Costa, Roberto Costa Engenharia Ltda |
| 99.12 | Consent of Mr. John Chen, Manager, Mining Technical Services of Eldorado Gold Corporation |
| 99.13 | Consent of Mr. Peter J. Perkins, BSc (Eng), ARSM, CEng, PrEng, MIMMM, MSAIMM of Aker Solutions E&C Ltd. |
| 99.14* | Consent of Mr. Michael Warren, BSc (Mining Eng), MBA, FAusIMM, FAICD of SRK Consulting Ltd. |
| 99.15 | Consent of Dr. Yumin Qiu, BSc (Geo.), MSc(Geo), PhD (Economic Geology) and Head of Exploration And Business Development of Eldorado Gold Corporation |
| 99.16 | Consent of Mr. Weifeng Li, MSc Engineering, MAusIMM and Open Pit Consultant Planning Engineer of West Swan Pty. Ltd. |
| 99.17* | Consent of Mr. Richard Miller, P.Eng. and Manager, Mine Engineering of Eldorado Gold Corporation |
| 99.18* | Consent of Mr. Paul Skayman, MAusIMM and Vice President, Operations of Eldorado Gold Corporation |
| 99.19* | Consent of Mr. Stephen Juras, P. Geo and Director of Technical Services of Eldorado Gold Corporation |

* Previously filed with the Company's annual report on Form 40-F as filed with the Securities and Exchange Commission on March 31, 2010.

** Previously filed with the Company's Form 6-K filed with the Securities and Exchange Commission on March 19, 2010.

UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with the SEC on November 5, 2004, which is hereby incorporated by reference, with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F arises.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F/A and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized.

ELDORADO GOLD CORPORATION

By: /s/ Paul N. Wright
Name: Paul N. Wright
Title: Chief Executive Officer
Date: May 5, 2010

EXHIBIT INDEX

The following documents are being filed as exhibits to this Amendment No. 1 to the Company's annual report on Form 40-F.

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