

GOLDCORP INC  
Form S-8  
May 29, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 29, 2008  
REGISTRATION STATEMENT NO. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
GOLDCORP INC.  
(Exact name of Registrant as specified in its charter)

ONTARIO, CANADA (Province or other jurisdiction of incorporation or organization) NOT APPLICABLE (I.R.S. Employer Identification Number)

Suite 3400 666 Burrard Street  
Vancouver, British Columbia  
V6C 2X8

(604) 696-3000

(Address and telephone number of Registrant's principal executive offices)

GOLDCORP INC. RESTRICTED SHARE PLAN

(Full title of the plan)

CT Corporation System, 111 Eighth Avenue,  
New York, New York 10019

(800) 223-7567

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

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

Large accelerated filer   
Accelerated filer

Non-accelerated filer   
Smaller reporting company

Copies to:

Jennifer Traub  
Cassels Brock & Blackwell LLP  
Suite 2100, Scotia Plaza  
40 King Street West  
Toronto, Ontario  
Canada M5H 3C2  
(416) 869-5300

Daniel Miller  
Dorsey & Whitney LLP  
Suite 1605, 777 Dunsmuir Street  
P.O. Box 10444, Pacific Centre  
Vancouver, British Columbia  
Canada V7Y 1K4  
(604) 687-5151

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Security <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
--	--	---	--	----------------------------

<b>Common Shares</b>	<b>3,690,276</b>	<b>\$42.40</b>	<b>\$156,467,702.40</b>	<b>\$6,149</b>
----------------------	------------------	----------------	-------------------------	----------------

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended, the number of Common Shares being registered hereby shall be adjusted to include any additional Common Shares that may become issuable as a result of stock splits, stock dividends, recapitalization or any other similar transactions effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding Common Shares in accordance with the provisions of the plan described herein.
  - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, based upon the average of high and low prices of the Registrant's Common Shares as reported on the New York Stock Exchange on May 20, 2008.
-

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed in order to register additional shares under the Registrant's Goldcorp Inc. Restricted Share Plan. The contents of the Registrant's Registration Statement on Form S-8 filed on June 22, 2005 (File No. 333-126040) are incorporated by reference into this Registration Statement.

2

---

**EXHIBITS**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
4.1	Goldcorp Inc. Restricted Share Plan as amended on May 20, 2008.
5.1	Opinion of Cassels Brock & Blackwell LLP.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accountants.
23.2	Consent of Cassels Brock & Blackwell LLP (contained in its opinion filed as Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this 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 S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Vancouver, British Columbia, Canada on May 29, 2008.

GOLDCORP INC.

By: /s/ Charles Jeannes

Name: Charles Jeannes

Title: Executive Vice President,  
Corporate Development

4

---

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints C. Kevin McArthur, with full powers of substitution and resubstitution, our true and lawful attorney-in-fact and agent, with full powers to him to sign for us, in our names and in the capacities indicated below, the Registration Statement on Form S-8 filed with the Commission, and any and all amendments to said Registration Statement (including post-effective amendments), and to file or cause to be filed the same, with all exhibits hereto and other documents in connection therewith, with the Commission, granting unto said attorney with full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as to he might or could do in person, and hereby ratifying and confirming all that said attorney, or his substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney. 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.

Signature	Title	Date
/s/ C. Kevin McArthur C. Kevin McArthur	President, Chief Executive Officer and Director (principal executive officer)	May 29, 2008
/s/ Lindsay Hall Lindsay Hall	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	May 29, 2008
/s/ Ian W. Telfer Ian W. Telfer	Chairman and Director	May 29, 2008
/s/ Douglas M. Holtby Douglas M. Holtby	Director	May 29, 2008
/s/ John P. Bell John P. Bell	Director	May 29, 2008
/s/ Lawrence Bell Lawrence Bell	Director	May 29, 2008
/s/ Beverley Briscoe Beverley Briscoe	Director	May 29, 2008
/s/ Peter Dey Peter Dey	Director	May 29, 2008
	Director	May 29, 2008

/s/ P. Randy Reifel  
P. Randy Reifel

Director

May 29, 2008

/s/ A. Dan Rovig  
A. Dan Rovig

Director

May 29, 2008

/s/ Kenneth F. Williamson  
Kenneth F. Williamson

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
4.1	Goldcorp Inc. Restricted Share Plan as amended on May 20, 2008.
5.1	Opinion of Cassels Brock & Blackwell LLP.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accountants.
23.2	Consent of Cassels Brock & Blackwell LLP (contained in its opinion filed as Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).