

CENTRAL FUND OF CANADA LTD  
Form 40-F/A  
December 12, 2013

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**

**x Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended October 31, 2013 Commission File Number 001-09038**

Central Fund of Canada Limited  
(Exact name of registrant as specified in its charter)

<b>Alberta, Canada</b> (Province or Other Jurisdiction of Incorporation or Organization)	<b>1040</b> (Primary Standard Industrial Classification Code)	<b>Not Applicable</b> (I.R.S. Employer Identification No.)
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Hallmark Estates, #805  
1323-15th Avenue S.W.  
Calgary, Alberta T3C 0X8  
Canada  
(403) 228-5861  
(Address and telephone number of registrant's principal executive offices)

DL Services, Inc.  
Columbia Center  
701 Fifth Avenue, Suite 6100  
Seattle, Washington 98104-7043  
(206) 903-8800  
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

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

<b>Title of Each Class:</b>	<b>Name of Each Exchange On Which Registered:</b>
<b>Class A non-voting shares, no par value</b>	<b>NYSE MKT LLC Toronto Stock Exchange</b>

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

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 registrant's classes of capital or common stock as of the close of the period covered by the annual report:

<b>Class</b>	<b>Outstanding at October 31, 2013</b>
<b>Class A non-voting shares, no par value</b>	<b>254,432,713</b>
<b>Common shares, no par value</b>	<b>40,000</b>

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

Central Fund of Canada Limited (the “Company” or the “Registrant”) is filing this Amendment No. 1 on Form 40-F/A (this “Amendment”) to our Annual Report on Form 40-F for the fiscal year ended October 31, 2013 (the “Original Filing”), filed with the United States Securities and Exchange Commission (the “Commission”) on December 12, 2013. We are filing this Amendment for the sole purpose of revising the exhibit reference for the Company’s audited annual financial statements and the exhibit index list. Except for the matters described above, this Amendment does not modify or update our disclosures in the Original Filing filed with the Commission.

## AUDITED ANNUAL FINANCIAL STATEMENTS AND MANAGEMENT’S DISCUSSION AND ANALYSIS

### *Audited Annual Financial Statements*

The Company’s audited Statements of Net Assets as of October 31, 2013 and 2012 and its Statements of Income, Statements of Changes in Net Assets and Statements of Shareholders’ Equity for the years ended October 31, 2013, 2012 and 2011, along with the notes to such financial statements and the reports of the independent auditors with respect thereto, and the information included under the heading “Management’s Responsibility for Financial Reporting and Effectiveness of Internal Control over Financial Reporting,” each of which are filed as part of Exhibit 99.2, are hereby incorporated by reference in this Annual Report. For a reconciliation of important differences between Canadian GAAP and generally accepted accounting principles in the United States of America, see Note 10 to the Company’s audited financial statements.

### *Management’s Discussion and Analysis*

The management’s discussion and analysis (“MD&A”) prepared by the Company is filed as Exhibit 99.2 and is hereby incorporated by reference in this Annual Report.

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 and has duly caused this Amendment No. 1 to the Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CENTRAL FUND OF CANADA LIMITED**

/s/ J.C. Stefan Spicer  
J.C. Stefan Spicer  
President and Chief Executive Officer

Date: December 12, 2013

EXHIBIT INDEX

The following documents are being filed with the Commission as Exhibits to this Annual Report:

**Exhibit Description**

- 99.1 Annual Information Form
- 99.2 Annual Financial Statements and Management's Discussion and Analysis
- 99.4 Consent of Ernst & Young LLP
- 99.5 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act
- 99.6 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350