

CUMBERLAND RESOURCES LTD
Form SC 13D
February 27, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

Cumberland Resources Ltd.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

23077R100

(CUSIP Number)

Sean Boyd

Agnico-Eagle Mines Limited

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OMB APPROVAL
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 14, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 23077R100

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Agnico-Eagle Mines Limited
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
WC; OO (see Item 3)
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Ontario
- | | | | |
|---|----|-----|--|
| | 7. | | Sole Voting Power
2,037,000 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 8. | Shared Voting Power
8,353,311* |
| | | 9. | Sole Dispositive Power
2,037,000 |
| | | 10. | Shared Dispositive Power
8,353,311* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,390,311
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.2%**
 14. Type of Reporting Person (See Instructions)
CO; HC

* Beneficial ownership of 8,353,311 Common Shares referred to in Row (8) and Row (10) (including 3,506,250 Common Shares of which the Reporting Persons may acquire beneficial ownership within sixty days of February 14, 2007 through the exercise of options held by the Shareholders (as defined in Item 3 hereof)) is being reported hereunder solely because the Reporting Person may be deemed to have beneficial ownership of such shares as a result of the Lock-Up Agreement described in Item 4 hereof. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it is the beneficial owner of any of the 8,353,311 Common Shares referred to in Row (8) and Row (10) for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or for any other purpose, and such beneficial ownership is expressly disclaimed.

** The calculation of the foregoing percentage is based on the sum of (i) 75,400,774 Common Shares outstanding as of February 14, 2007 as reported in the Support Agreement described in Item 4 hereof and (ii) 3,506,250 Common Shares of which the Reporting Persons may acquire beneficial ownership within 60 days of February 14, 2007 through the exercise of options held by the Shareholders.

CUSIP No. 23077R100

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Agnico-Eagle Acquisition Corporation
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO (see Item 3)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)