

COEUR D ALENE MINES CORP

Form POS462B

January 07, 2004

As filed with the Securities and Exchange Commission on January 7, 2004

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-3**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Coeur d Alene Mines Corporation**

(Exact name of registrant as specified in its charter)

**Idaho**

**82-0109423**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**400 Coeur d Alene Mines Building  
505 Front Avenue  
Coeur d Alene, Idaho 83814  
(208) 667-3511**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

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**Dennis E. Wheeler  
Chairman of the Board and Chief Executive Officer  
400 Coeur d Alene Mines Building  
505 Front Avenue  
Coeur d Alene, Idaho 83814  
(208) 667-3511**

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

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**Copies to:  
Timothy J. Hart, Esq.  
Gibson, Dunn & Crutcher, LLP  
2029 Century Plaza East  
Los Angeles, California 90067  
(310) 552-8500**

**Approximate date of commencement of proposed sale to the public:**

From time to time after the effective date of this Registration Statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  333-111074.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: [ ]

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## CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(1)(2) | Amount of Registration Fee |
|--|----------------------------|---|---|----------------------------|
| Common Stock(3)                                    | \$ 30,000,000              | (2)   | \$ 30,000,000                                   | \$ 2,427(7)                |
| Preferred Stock(4)                                 |                            |   |   |                            |
| Warrants(5)  |                            |   |   |                            |
| Debt Securities(6)                                 |                            |   |   |                            |

(1) In no event will the aggregate maximum offering price of all securities offered and sold pursuant to this registration statement exceed \$30,000,000.

(2) The proposed maximum offering price per unit (a) has been omitted pursuant to Instruction II.D. of Form S-3, and (b) will be determined, from time to time, by the registrant in connection with the issuance of the securities registered hereunder.(3) Subject to footnote (1), there is being registered hereunder an indeterminate number of shares of common stock as may be sold, from time to time, by the registrant. There is also being registered hereunder an indeterminate

number of  
shares of  
common stock  
that may be  
issued upon  
conversion of  
preferred stock  
or debt  
securities or  
exercise of  
warrants  
registered  
hereunder.(4) Subject  
to footnote (1),  
there is being  
registered  
hereunder an  
indeterminate  
number of  
shares of  
preferred stock  
as may be  
sold, from  
time to time,  
by the  
registrant.  
There is also  
being  
registered  
hereunder an  
indeterminate  
number of  
shares of  
preferred stock  
that may be  
issued upon  
exercise of  
warrants  
hereunder.(5) Subject  
to footnote (1),  
there is being  
registered  
hereunder an  
indeterminate  
number of  
warrants as  
may be sold,  
from time to  
time, by the  
registrant.(6) Subject  
to footnote (1),  
there is being  
registered  
hereunder an  
indeterminate  
number of debt  
securities as  
may be sold,  
from time to  
time, by the  
registrant.  
There is also

being  
registered  
hereunder an  
indeterminate  
number of debt  
securities that  
may be issued  
upon exercise  
of warrants  
hereunder.(7) Calculated  
pursuant to  
Rule 457(o) of  
the rules and  
regulations  
under the  
Securities Act  
of 1933, as  
amended.

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**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-111074) filed by Coeur d Alene Mines Corporation (the Company ) with the Securities and Exchange Commission (the Commission ) on December 11, 2003, as amended, which was declared effective by the Commission on December 16, 2003, and including the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

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**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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coeur d Alene, State of Idaho, on this 7th day of January, 2004.

COEUR D ALENE MINES CORPORATION

By: /s/ James A. Sabala

James A. Sabala  
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature                                       | Title  | Date            |
|---|--|-----------------|
| *<br>_____<br>Dennis E. Wheeler                 | Chairman of the Board of Directors, Chief Executive Officer and Director (Principal Executive Officer) | January 7, 2004 |
| /s/ James A. Sabala<br>_____<br>James A. Sabala | Executive Vice President and Chief Financial Officer (Principal Accounting Officer)                    | January 7, 2004 |
| *<br>_____<br>Wayne L. Vincent                  | Controller and Chief Accounting Officer (Principal Accounting Officer)                                 | January 7, 2004 |
| *<br>_____<br>Cecil D. Andrus                   | Director   | January 7, 2004 |
| *<br>_____<br>J. Kenneth Thompson               | Director   | January 7, 2004 |
| *<br>_____<br>James J. Curran                   | Director   | January 7, 2004 |
| *<br>_____<br>James A. McClure                  | Director   | January 7, 2004 |
| *<br>_____<br>Robert E. Mellor                  | Director   | January 7, 2004 |
| *<br>_____<br>                                  | Director   | January 7, 2004 |

John H. Robinson

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Director

January , 2004

Timothy R. Winterer

\*

/s/ James A. Sabala

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James A. Sabala, by signing his name hereto, does sign this document on behalf of the persons noted above, pursuant to a power of attorney duly executed by such persons and previously filed

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EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 5(a)              | Legal opinion of William F. Boyd regarding the legality of the securities being registered under this registration statement.                                |
| 5(b)              | Legal opinion of Gibson, Dunn & Crutcher LLP regarding the legality of the securities being registered under this registration statement.                    |
| 23(a)             | Consent of William F. Boyd (included in Exhibit 5(a)).   |
| 23(b)             | Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5(b)).   |
| 23(c)             | Consent of KPMG LLP.   |
| 24                | Powers of Attorney. (Filed as Exhibit 24 to the Registration Statement on Form S-3 of the Company (File No. 333-111074) and incorporated herein by reference |