

Thompson Creek Metals Co Inc.
Form 8-K
October 26, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

October 20, 2016

THOMPSON CREEK METALS COMPANY INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation)

001-33783
(Commission
File Number)

98-0583591
(IRS Employer
Identification No.)

26 West Dry Creek Circle, Suite 810
Littleton, Colorado
(Address of principal executive offices)

80102
(Zip Code)

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Registrant's telephone number, including area code: **(303) 761-8801**

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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In connection with the closing of the Arrangement, the governing indentures for all of Thompson Creek's outstanding secured and unsecured notes have been satisfied and discharged in accordance with their terms. All of Thompson Creek's 7.375% Senior Notes due 2018 and 12.5% Senior Notes due 2019 have been redeemed, in accordance with the terms of their respective indentures, at redemption prices of 101.844% and 106.250%, respectively, of the principal amount redeemed, plus accrued and unpaid interest to October 20, 2016, and Thompson Creek has delivered a notice of full redemption to the holders of Thompson Creek's 9.75% Senior Secured First Priority Notes due 2017 providing for redemption on December 1, 2016 at a redemption price of 100.000% of the principal amount redeemed, plus accrued and unpaid interest to the redemption date (collectively, the Note Discharge and Redemption). The aggregate amount paid in connection with the Note Discharge and Redemption was US\$881,018,180.72.

The issuance of the Centerra common shares was exempt from registration under Section 3(a)(10) of the Securities Act of 1933, as amended (the Securities Act). Section 3(a)(10) of the Securities Act exempts the issuance of securities issued in exchange for one or more bona fide outstanding securities from the registration requirements of the Securities Act where the terms and conditions of such issuance and exchange have been approved by a court of competent jurisdiction, after a hearing upon the fairness of the terms and conditions of such issuance and exchange at which all persons to whom the securities will be issued have the right to appear and receive timely notice thereof. On October 19, 2016, a final order was entered by the Supreme Court of British Columbia approving the Arrangement.

Item 5.01

Changes in Control of Registrant.

The disclosures under Item 2.01 above are incorporated herein by reference.

Item 5.02.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On the Closing Date, Jacques Perron, Pamela Saxton, Timothy Haddon, Denis Arsenault, Carol Banducci, Kevin Drover, James Freer, James Geyer, and Anne Giardini resigned as directors of Thompson Creek, and Dennis Kwong, Gordon Reid and Darren Millman were appointed as directors of Thompson Creek.

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On the Closing Date, Jacques Perron, Pamela Saxton, Mark Wilson, and Geoffrey Ramey resigned their positions as officers of Thompson Creek, and the following individuals were appointed as officers of Thompson Creek: Dennis Kwong, President; Gordon Reid, Vice President, Operations; and Darren Millman, Vice President, Finance.

Dennis Kwong, age 45, joined Centerra, the ultimate parent of Thompson Creek, in October 2008 as Vice President, Business Development. In this role, Mr. Kwong directs the activities focused on non-organic growth of the organization by identifying, evaluating, recommending, and negotiating value-adding business opportunities including corporate acquisitions. While employed by PriceWaterhouseCoopers, Mr. Kwong obtained his Chartered Accountant designation. Mr. Kwong joined Noranda (subsequently Falconbridge and Xstrata) in 2002 as a Business Development Analyst where he assisted with their business strategy for China. Over his career at Xstrata he served in several positions. Prior to joining Centerra, Mr. Kwong's last position was at Xstrata's Nickel division as Director, Business Development. Thompson Creek believes Mr. Kwong is qualified to serve as a director because of his significant experience making and executing strategic business decisions and his extensive knowledge of and experience in the mining industry.

Gordon Reid, age 58, has over 30 years of mining industry experience with international and North American mining companies. In January 2013, Mr. Reid was promoted to Vice President and Chief Operating Officer of Centerra, the ultimate parent of Thompson Creek, with responsibility for all of Centerra's operations. He joined Centerra in 2004 as Manager of Business Development and has held the positions of Vice-President Business Development, President, Kuntor Operating Company, a wholly-owned subsidiary of Centerra, and Corporate Vice President Operations. His experience includes project development, engineering, and consulting, as well as senior management roles in operations and business development. Prior to joining Centerra, Mr. Reid worked for BHP Billiton PLC (Nicolet Minerals Company), Placer Dome Inc., Noranda Inc., TVX Gold Inc., and Kilborn Engineering Pacific Ltd. He is registered as a Professional Engineer in the Province of Ontario, Canada. Thompson Creek believes Mr. Reid is qualified to serve as a director because of his extensive experience in the mining industry, including significant management, operations and project development of mining operations located in Canada and in other foreign jurisdictions.

Darren Millman, age 39, has over 18 years of experience in financial management, auditing and the mining industry. In April 2016, Mr. Millman was promoted to Chief Financial Officer of Centerra, the ultimate parent of Thompson Creek. Mr. Millman joined Centerra in 2013 as Treasurer and was promoted to Vice President, Finance and Treasurer in January 2015. Prior to joining Centerra, he was General Manager Finance and Company Secretary at Ivanhoe Australia from 2007 to 2012. From 2000 to 2007, he worked with KPMG as Senior Manager, in Canada, and held several roles in Australia and the U.K., predominately working with mining and construction corporations. From 1997 to 1999, he worked as an Accountant for Hall Chadwick in Melbourne, Australia. He is a Chartered Accountant, Institute of Chartered Accountants of Australia (2003). Thompson Creek believes Mr. Millman is qualified to serve as a director because of his significant financial and accounting experience in the mining industry.

Item 7.01. Regulation FD Disclosure.

On October 20, 2016, Thompson Creek and Centerra issued a joint press release relating to the Arrangement and the Centerra Credit Facility. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is not deemed to be filed with the SEC for the purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit

No.	Description
99.1	Joint Press Release, dated October 20, 2016 of Thompson Creek Metals Company Inc. and Centerra Gold Inc.

This Current Report may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this Current Report, including, without limitation, future plans and objectives of Centerra and Thompson Creek, the delisting of the Thompson Creek common shares from the Toronto Stock Exchange, the deregistration of the Thompson Creek common shares under the Securities Exchange Act of 1934, as amended, and Thompson Creek ceasing to be a reporting issuer, constitute forward-looking statements that involve various risks and uncertainties. Forward-looking information is based on a number of factors and assumptions which have been used to develop such information but which may prove to be incorrect. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking statements. Although Thompson Creek believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and

undue reliance should not be placed on such statements, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THOMPSON CREEK METALS COMPANY INC.

Date: October 26, 2016

By: /s/ Darren Millman
Name: Darren Millman
Title: Vice President, Finance

EXHIBIT INDEX

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