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ECHO BAY MINES LTD
Form SC 13D/A
June 18, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

ECHO BAY MINES LTD.
(NAME OF ISSUER)
COMMON STOCK, NO PAR VALUE
(TITLE OF CLASS OF SECURITIES)

278 751 102
(CUSIP NUMBER)

SHARON E. DOWDALL
VICE PRESIDENT AND SECRETARY
NEWMONT MINING CORPORATION OF CANADA LIMITED
SUITE 1900, BOX 2005
20 EGLINTON AVENUE WEST
TORONTO, ONTARIO M4R 1K8
(415) 480-6480
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

Copies to:

BRITT D. BANKS
VICE PRESIDENT, GENERAL COUNSEL
AND SECRETARY
NEWMONT MINING CORPORATION
1700 LINCOLN STREET
DENVER, COLORADO 80203
(303) 863-7414

DAVID A. KATZ
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NY 10019
(212) 403-1309

JUNE 10, 2002
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

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(Continued on the following pages)
(Page 1 of 11 pages)

* 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 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)

CUSIP NO. 278 751 102

13D

(Page 2 of 11)

1. NAME OF REPORTING PERSONS
Newmont Mining Corporation of Canada Limited

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

Number of

7. SOLE VOTING POWER

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Shares 244,994,150

Beneficially 8. SHARED VOTING POWER
Owned By N/A

Each 9. SOLE DISPOSITIVE POWER
Reporting 244,994,150

Person With 10. SHARED DISPOSITIVE POWER
N/A

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
244,994,150

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
45.2%

14. TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 278 751 102 13D (Page 3 of 11)

1. NAME OF REPORTING PERSONS
Newmont Mining Corporation
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | |
|--------------|------------------------------|
| Number of | 7. SOLE VOTING POWER |
| Shares | 244,994,150 |
| Beneficially | 8. SHARED VOTING POWER |
| Owned By | N/A |
| Each | 9. SOLE DISPOSITIVE POWER |
| Reporting | 244,994,150 |
| Person With | 10. SHARED DISPOSITIVE POWER |
| | N/A |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
244,994,150

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
45.2%

14. TYPE OF REPORTING PERSON*

HC, CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 2, filed with the Commission on June 18, 2002,

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amends, supplements and restates in their entirety the following Items of the Statement on Schedule 13D of Newmont Mining Corporation of Canada Limited, a corporation incorporated under the laws of Canada and formerly named Franco-Nevada Mining Corporation Limited, filed with the Commission on September 17, 2001, with respect to the shares of common stock, no par value ("Common Stock"), of Echo Bay Mines Ltd., a corporation incorporated under the laws of Canada (the "Issuer"), as amended by Amendment No. 1 to the Statement on Schedule 13D, filed on March 4, 2002 (the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Newmont Mining Corporation of Canada Limited ("Newmont Canada"), a corporation incorporated under the laws of Canada, is a public precious metals royalty company, having its principal address at:

Suite 1900, Box 2005
20 Eglinton Avenue West
Toronto, Ontario M4R 1K8
Canada

Newmont Mining Corporation ("Newmont" and together with Newmont Canada, the "Reporting Persons"), a Delaware corporation, is a company principally engaged in the production of gold and exploration for gold, and the acquisition and development of gold properties worldwide, having its principal address at:

1700 Lincoln Street
Denver, Colorado 80203

On February 16, 2002, pursuant to that certain Arrangement Agreement, dated as of November 14, 2001 (the "Arrangement Agreement"), between Newmont and Franco-Nevada Mining Corporation Limited ("Franco-Nevada"), Newmont, through certain subsidiaries, acquired all of the outstanding common shares of Franco-Nevada and Franco-Nevada became a wholly owned, indirect subsidiary of Newmont. Franco-Nevada was subsequently renamed "Newmont Mining Corporation of Canada Limited."

Set forth in Annex A and Annex B attached hereto and incorporated herein by reference are the name, title, business address, principal occupation and address of the business in which the principal occupation is conducted, and citizenship of each executive officer and director of Newmont Canada and Newmont, respectively.

During the last five years, none of the Reporting Persons and/or the current officers or directors of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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ITEM 4. PURPOSE OF TRANSACTION.

On April 3, 2002, 244,994,150 common shares of the Issuer were issued to Newmont Canada (formerly named "Franco-Nevada Mining Corporation Limited") upon the conversion of \$67 million principal amount of capital securities in connection with the reorganization of the Issuer. This represented 48.8% of the then outstanding common shares of the Issuer.

On June 10, 2002, Kinross Gold Corporation ("Kinross"), the Issuer and TVX Gold Inc. ("TVX") entered into a combination agreement (the "Combination Agreement") providing for the combination of the three companies (the "Combination") and the concurrent acquisition by TVX of Newmont's 49.9% interest in the TVX Newmont Americas ("TVX NA") joint venture. Under the Combination Agreement, the Combination will be achieved by a plan of arrangement, whereby shareholders of the Issuer will receive 0.52 of a Kinross share for each Echo Bay share and TVX shareholders will receive 0.65 of a Kinross share for each TVX share. Concurrently with the Combination taking effect, TVX will acquire Newmont's interest in TVX NA through a separate agreement. The Combination is conditional upon, among other things, the approval of the Combination by each company's shareholders. In connection with the Combination, on June 10, 2002, Newmont and Newmont Canada entered into a lock-up agreement with the Issuer (the "Lock-Up Agreement"), pursuant to which, subject to certain exceptions, Newmont and Newmont Canada will (1) continue to hold Newmont Canada's Echo Bay common shares until the conclusion of the Echo Bay shareholders' meeting called to approve the Combination and (2) vote such shares in favor of the Issuer's participation in the Combination.. The foregoing description is qualified in its entirety by reference to the Lock-Up Agreement and the Combination Agreement, which are incorporated herein by reference as Exhibits 99.3 and 99.4, respectively.

Newmont Canada's Echo Bay common shares were acquired for investment purposes. However, subject to the terms of the Lock-Up Agreement, Newmont and Newmont Canada will review Newmont Canada's holdings from time to time and may increase or decrease Newmont Canada's holdings in the Issuer as future circumstances may dictate. Such transactions may be made at any time without prior notice. There can be no assurance, however, that either Newmont or Newmont Canada will take any such actions. Except as set forth above, Newmont and Newmont Canada have no plans or proposals with respect to any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Newmont Canada is an indirect, wholly-owned subsidiary of Newmont. Newmont Canada holds an interest in 244,994,150 common shares of the Issuer, representing approximately 45.2% of the common shares of the Issuer outstanding as at the date of this filing. These shares were issued to Newmont Canada upon the conversion of \$67 million principal amount of capital securities in connection with the reorganization of the Issuer that was completed on April 3, 2002.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Incorporated herein by reference as Exhibit 99.1 is the agreement, dated September 5, 2001, between Franco-Nevada and the Issuer.

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In connection with the Combination, Newmont and Newmont Canada entered into the Lock-Up Agreement, pursuant to which, subject to certain exceptions, Newmont and Newmont Canada will (1) continue to hold Newmont Canada's Echo Bay common shares until the conclusion of the Echo Bay shareholders' meeting called to approve the combination and (2) vote such shares in favor of the Issuer's participation in the Combination.

The Lock-Up Agreement is filed as Exhibit 99.3 to this Schedule. For information purposes only, the Combination Agreement is filed as Exhibit 99.4 to this Schedule. The foregoing description is qualified in its entirety by reference to the Combination Agreement and the Lock-Up Agreement, which are incorporated herein by reference.

ITEM 7.MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit 99.1 -- Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and the Issuer, dated September 5, 2001, incorporated herein by reference to Exhibit 1 to the Schedule 13D.
- Exhibit 99.2 -- Joint Filing Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and Newmont, incorporated herein by reference to Exhibit 99.2 to the Schedule 13D, as amended.
- Exhibit 99.3 -- Lock-Up Agreement, dated as of June 10, 2002, among the Issuer, Newmont Mining Corporation and Newmont Mining Corporation of Canada Limited.
- Exhibit 99.4 -- Combination Agreement, dated as of June 10, 2002, among Kinross Gold Corporation, TVX Gold Inc. and the Issuer, incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by the Issuer on June 11, 2002.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and

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belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 18, 2002

NEWMONT MINING CORPORATION OF CANADA LIMITED

By: /s/ Sharon E. Dowdall

Name: Sharon E. Dowdall
Title: Vice President and Secretary

NEWMONT MINING CORPORATION

By: /s/ Britt D. Banks

Name: Britt D. Banks
Title: Vice President, General Counsel
and Secretary

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Annex A

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Canada are set forth below. The business address for each person listed below is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED | CI |
|--------------------|----------------|--|---|----|
| Britt D. Banks | Vice President | Vice President General Counsel and Secretary of Newmont Mining Corporation | See above. | U |
| Joseph P. Flannery | Director | Chairman, President and | 70 Great Hill Road Naugatuck, CT 06770 | U |

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Chief Executive
Officer of
Uniroyal Holding
Inc.

| | | | | |
|---------------------|------------------------|---|--|----|
| David H. Francisco | Vice President | Executive Vice President, Operations, of Newmont Mining Corporation | See above. | U |
| Bruce D. Hansen | Vice President | Senior Vice President and Chief Financial Officer of Newmont Mining Corporation | See above. | Un |
| Leo I. Higdon, Jr. | Director | President of Charleston College | Office of the President College of Charleston 66 George Street Charleston, SC 29424 | Un |
| Pierre Lassonde | Director; President | President of Newmont Mining Corporation | See above. | |
| Wayne W. Murdy | Director; Chairman | Chairman and Chief Executive Officer of Newmont Mining Corporation | See above. | Un |
| Robin A. Plumbridge | Director | Retired Chairman of Gold Fields of South Africa Limited | N/A | S |
| Moeen A. Qureshi | Director | Chairman of Emerging Markets Partnership | 2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006 | |
| Seymour Schulich | Director | Chairman of Newmont Capital Limited | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA | |
| James V. Taranik | Director | President Emeritus of | Department of Geological Sciences, | Un |

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Desert Research
Institute of the
University and
Community College
System of Nevada

MS 172
Mackay School of Mines
University of Nevada, Reno
Reno, NV 89557-0138

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Annex B

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Mining Corporation are set forth below. The business address for each person listed below is c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED | CITIZENSHIP |
|--------------------|---|--|---|-------------|
| Britt D. Banks | Vice President, General Counsel and Secretary | Vice President, General Counsel and Secretary of Newmont Mining Corporation | See above. | Un |
| Glen A. Barton | Director | Chairman and Chief Executive Officer of Caterpillar Inc. | 100 NE Adams Street Peoria, IL 61629-7216 | Un |
| Vincent A. Calarco | Director | President and Chief Executive Officer of Crompton Corporation | One American Lane Greenwich, CT 06831 | Un |
| James T. Curry | Director | Retired Director and Retired Chief Executive Officer of the Minerals Division of | N/A | Un |

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Broken Hill
Proprietary
Company Ltd.

| | | | | |
|--------------------|---|---|---|----|
| John A.S. Dow | Executive Vice President and Managing Director of Newmont Australia Limited | Executive Vice President of Newmont Mining Corporation and Managing Director of Newmont Australia Limited | See above. | Ne |
| Thomas L. Enos | Vice President | Vice President of Newmont Mining Corporation | See above | Un |
| Joseph P. Flannery | Director | Chairman, President and Chief Executive Officer of Uniroyal Holding Inc. | 70 Great Hill Road Naugatuck, CT 06770 | Un |
| David H. Francisco | Executive Vice President, Operations | Executive Vice President, Operations, of Newmont Mining Corporation | See above. | Un |
| M. Craig Haase | Director | Retired Executive Vice President and Chief Legal Officer of Franco-Nevada Mining Corporation Limited. | N/A | Un |
| Michael S. Hamson | Director | Chairman of Hamson Consultants | Acland Street Corner Entrance (Rear) 195 Walsh Street South Yarra, VIC 3141 AUSTRALIA | A |
| Bruce D. Hansen | Senior Vice President and Chief Financial Officer | Senior Vice President and Chief Financial Officer of | See above. | Un |

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Newmont Mining Corporation

| | | | |
|----------------|--|---|------------|
| David Harquail | Vice President and Managing Director, of Newmont Capital Limited | Vice President of Newmont Mining Corporation and Managing Director, of Newmont Capital Limited. | See above. |
|----------------|--|---|------------|

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| NAME | TITLE | PRESENT PRINCIPAL OCCUPATION | ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED | CI |
|--------------------|------------------------------|--|--|----|
| Leo I. Higdon, Jr. | Director | President of Charleston College | Office of the President College of Charleston 66 George Street Charleston, SC 29424 | Un |
| Donald G. Karras | Vice President, Taxes | Vice President, Taxes, of Newmont Mining Corporation | See above. | Un |
| Pierre Lassonde | Director; President | President of Newmont Mining Corporation | See above. | |
| Thomas P. Mahoney | Vice President and Treasurer | Vice President and Treasurer of Newmont Mining Corporation | See above. | Un |
| Robert J. Miller | Director | Partner, Jones Vargas law firm | Third Floor South 3773 Howard Hughes Parkway | Un |

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Las Vegas, NV
89109-0949

| | | | | |
|---------------------|---|--|--|----|
| Wayne W. Murdy | Director, Chairman and Chief Executive Officer | Chairman and Chief Executive Officer of Newmont Mining Corporation | See above. | Un |
| David W. Peat | Vice President and Global Controller | Vice President and Global Controller of Newmont Mining Corporation | See above. | Un |
| Richard M. Perry | Vice President and Managing Director, Newmont USA Limited | Vice President of Newmont Mining Corporation and Managing Director of Newmont USA Limited | See above. | Un |
| Robin A. Plumbridge | Director | Retired Chairman of Gold Fields of South Africa Limited | N/A | So |
| John B. Prescott | Director | Chairman of Australian Submarine Corporation Pty Limited | Level 28, 140 William Street Melbourne, VIC 3000 AUSTRALIA | Au |
| Moeen A. Qureshi | Director | Chairman of Emerging Markets Partnership | 2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006 | Pa |
| Michael K. Reilly | Director | Retired Chairman of Zeigler Coal Holding Company | N/A | Un |
| Carlos Santa Cruz | Vice President and Managing Director, | Vice President of Newmont Mining Corporation and Managing | See above. | |

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| | | | |
|------------------|-------------------------|--|--|
| | Newmont Peru Limited | Director of Newmont Peru Limited | |
| Seymour Schulich | Director | Chairman of Newmont Capital Limited | Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA |
| James V. Taranik | Director | President Emeritus of Desert Research Institute of the University and Community College System of Nevada | Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138 |

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EXHIBIT INDEX

- Exhibit 99.1 -- Agreement between Franco-Nevada (subsequently renamed "Newmont Mining Corporation of Canada Limited") and the Issuer, dated September 5, 2001, incorporated herein by reference to Exhibit 1 to the Schedule 13D.
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