

GOLDCORP INC  
Form S-8  
August 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Goldcorp Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Ontario, Canada</b> <b>(State or other jurisdiction</b>	<b>Not Applicable</b> <b>(I.R.S. Employer</b>
<b>of incorporation or organization)</b>	<b>Identification No.)</b>
<b>Suite 3400 666 Burrard Street</b> <b>Vancouver, British Columbia</b> <b>(Address of Principal Executive Offices)</b>	<b>V6C 2X8</b> <b>(Zip Code)</b>
<b>Goldcorp Inc. Restricted Share Plan</b> <b>(Full title of plan)</b>	

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CT Corporation System, 111 Eighth Avenue  
New York, New York 10011

(Name and address of agent for service)

(800) 223-7567

(Telephone number, including area code, of agent for service)

with copies to:

Paul Stein, Esq.  
Cassels Brock & Blackwell LLP  
Suite 2100, Scotia Plaza  
40 King Street West  
Toronto, Ontario  
M5H 3C2 Canada  
(416) 869-5300

David S. Stone, Esq.  
John J. Koenigsknecht, Esq.  
Neal, Gerber & Eisenberg LLP  
Two North LaSalle Street, Suite 1700  
Chicago, Illinois 60602  
(312) 269-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities	Amount to be	Proposed	Proposed	Amount of registration fee
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<b>to be registered</b>	<b>registered (1)</b>	<b>maximum offering price per share (2)</b>	<b>maximum aggregate offering price (2)</b>	
Common Shares	8,000,000	\$17.98	\$143,840,000	\$14,484.69

- (1) Pursuant to Rule 416 of the Securities Act of 1933, also covers such additional number of shares as may be required in the event of a stock dividend, stock split, recapitalization or other similar event.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act of 1933 and based on the average of the high and low prices of a share of the Registrant's Common Shares as reported on the New York Stock Exchange on August 9, 2016.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed to register an additional 8,000,000 Common Shares of Goldcorp Inc. (the Registrant) under the Goldcorp Inc. Restricted Share Plan, which are the same class as those Common Shares registered under the Registrant's Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the Commission) on June 22, 2005 (File No. 333-126040), May 29, 2008 (File No. 333-151251), May 3, 2012 (File No. 333-181116) and May 8, 2014 (File No. 333-195816). This Registration Statement has been prepared in accordance with General Instruction E of Form S-8 and the previously filed Registration Statements are incorporated by reference in this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed or furnished by the Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant's Annual Report on Form 40-F for the fiscal year ended December 31, 2015 filed with the Commission on March 30, 2016; and
- (b) the description of the Registrant's Share Capital contained in the Registrant's Registration Statement on Form F-10/A (File No. 333-211892) filed with the Commission on June 16, 2016, including any amendment or report for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, provided that reports on Form 6-K shall be so deemed incorporated by reference only if and to the extent indicated in such reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

- 4.1 Goldcorp Inc. Restricted Share Plan (incorporated by reference to Exhibit 99.3 to the Company's Periodic Report on Form 6-K, filed on April 29, 2016)
- 5.1 Opinion of Cassels Brock & Blackwell LLP

23.1 Consent of Deloitte LLP

23.2 Consent of Cassels Brock & Blackwell LLP (included in Exhibit 5.1)

23.3 Consent of S. Blais

23.4 Consent of C. Osiowy

23.5 Consent of N. Hmidi

23.6 Consent of C. Beausoleil

23.7 Consent of D. Fleury

23.8 Consent of A. Fortin

23.9 Consent of L. Joncas

23.10 Consent of D. J. Redmond

23.11 Consent of S. Goodman

23.12 Consent of G. Pareja

23.13 Consent of A. De Reijter

23.14 Consent of A. Tripp

23.15 Consent of K. Murray

23.16 Consent of L. Evans

23.17 Consent of H. Miranda

23.18 Consent of K. Altman

23.19 Consent of G. Lawson

24.1 Powers of Attorney (included as part of the signature page of this Registration Statement)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, Canada, on August 16, 2016.

GOLDCORP INC.

By: /s/ David A. Garofalo

Name: David A. Garofalo

Title: President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David A. Garofalo and Anna M. Tudela, and each of them or any one of them, his or her true and lawful

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attorney-in-fact and agent, with full power of substitution and resubstitution, for him and her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre- and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and powers of attorney have been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David A. Garofalo	President, Chief Executive Officer and Director	August 16, 2016
David A. Garofalo	(principal executive officer)	

/s/ Russell Ball	Executive Vice President, Chief Financial Officer and Corporate Development	August 16, 2016
Russell Ball	(principal financial and accounting officer)	
/s/ Ian W. Telfer	Director (Chairman)	August 16, 2016
Ian W. Telfer		
/s/ Beverley A. Briscoe	Director (Vice-Chair)	August 16, 2016
Beverley A. Briscoe		
/s/ Peter J. Dey	Director	August 16, 2016
Peter J. Dey		
/s/ Margot Franssen	Director	August 16, 2016
Margot Franssen		
/s/ Clement A. Pelleteir	Director	August 16, 2016
Clement A. Pelletier		
/s/ P. Randy Reifel	Director	August 16, 2016
P. Randy Reifel		
	Director	
Blanca Treviño		
/s/ Kenneth F. Williamson	Director	August 16, 2016
Kenneth F. Williamson		

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