

Mountain Province Diamonds Inc.
Form 20-F/A
March 31, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO 2. TO

FORM 20-F/A

(Mark One)

**..REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934
OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR (15d) OF THE SECURITIES EXCHANGE ACT
^x OF 1934
For the fiscal year ended December 31, 2012**

OR

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934
OR**

**..SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Date of event requiring this shell company report.....

For the transition period from _____ to _____

Commission file number 001-32468

MOUNTAIN PROVINCE DIAMONDS INC.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Ontario

(Jurisdiction of incorporation or organization)

161 Bay Street, Suite 2315, PO Box 216, Toronto, Ontario Canada M5J 2S1

(Address of principal executive offices)

Bruce Ramsden – 416-361-3562

Fax: 416-603-8565; Email: b.ramsden@mountainprovince.com

161 Bay Street, Suite 2315, PO Box 216, Toronto, Ontario Canada M5J 2S1

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
<u>Common Shares no par value</u>	<u>NYSE MKT</u>

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 94,168,151

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards Other
as issued by the International Accounting
Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

Not Applicable

Explanatory Note

We are filing this Amendment No. 2 to our Annual Report on Form 20-F for the year ended December 31, 2012, originally filed with the Commission on April 1, 2013 (the “Original Report”), as amended by Amendment No 1 filed on February 14, 2014, for the purpose of filing an unredacted copy of Exhibit 4.14 and updating the Exhibit Index. Concurrently with this Amendment No. 2, we are withdrawing our prior application for confidential treatment with respect to the agreement filed as Exhibit 4.14.

This Amendment No. 2 consists of a cover page, this explanatory note, a signature page, an exhibit index, Exhibit 4.14 and the required certifications of the principal executive officer and principal financial officer.

Other than as expressly set forth above, no part of the Original Report is being amended. Accordingly, other than as discussed above, this Amendment No. 2 does not purport to amend, update, modify or restate any other information or disclosure included in the Original Report or reflect any events that have occurred after the initial filing date of the Original Report. Accordingly, this Form 20-F/A should be read in conjunction with our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Report, including any amendments to those filings. The filing of this Amendment No. 2 shall not be deemed an admission that the Original Report when made included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**Mountain Province
Diamonds Inc.**
(Company)

By: /s/ "Patrick C. Evans"

Date: March 31, 2014 **Patrick C. Evans**
President, CEO and
Director

EXHIBIT INDEX

The following exhibits are attached to and form part of this Annual Report:

<i>Exhibit</i>	<i>Remarks.</i>
1.1 By-Laws of the Company	(3)
1.2 Arrangement Agreement between the Company and Glenmore Highlands Inc. dated May 10, 2000.	(5)
1.3 Joint Information Circular of the Company and Glenmore Highlands Inc.	(4)
4.1 Transfer agreement between MPV, Monopros and Camphor dated November 24, 1999 pursuant to which MPV and Camphor transferred the GOR to Monopros.	(3)
4.2 Letter Agreement between MPV, Monopros, Glenmore and Camphor dated December 17, 1999 relating to acquisition of property, within the "Area of Interest" as defined in the agreement and acquisition of property through third party agreements.	(3)
4.3 Letter Agreement dated December 17, 1999 between MPV, Monopros, Camphor and Glenmore amending the Monopros Joint Venture Agreement.	(3)
4.4 Form of Subscription Agreement for the private placement described in item 1 of "Material Contracts".	(3)
4.5 Agreement dated as of January 1, 2002 between the Company, Camphor Ventures Inc. and De Beers Canada Exploration Inc.	(1)
4.6 Second Amendment Agreement dated January 1, 2002 between the Company and Paul Shatzko.	(3)
4.7 Second Amendment Agreement dated January 1, 2002 between the Company and Jan Vandersande.	(3)
4.8 Third Amendment Agreement dated December 13, 2002 between the Company and Jan Vandersande	(3)
4.9 Letter agreement dated December 13, 2002 between the Company and Elizabeth Kirkwood	(3)
4.10 Consulting Agreement dated January 1, 2004 between the Company and Jan W. Vandersande	(3)
4.11 Consulting Agreement dated November 1, 2005 between the Company and Patrick Evans	(3)
4.12 Revised Consulting Agreement dated January 31, 2006 between the Company and Patrick Evans	(3)
4.13 Consulting Agreement dated May 11, 2006 between the Company and Jennifer Dawson	(3)
4.14 Amended and Restated Joint Venture Agreement, dated July 3, 2009, by and among the Company, Camphor Ventures Inc. and De Beers Canada Inc.	**
8.1 List of Subsidiaries	(2)
11.1 Corporate Governance Policies dated May 29, 2006, and updated September 7, 2010	(3)
11.2 Ethics and Conflict of Interest Policy	(3)
12.1 Section 302 Certification of the Company's Chief Executive Officer	**
12.2 Section 302 Certification of the Company's Chief Financial Officer	**
13.1 Section 906 Certification of the Company's Chief Executive Officer	**
13.2 Section 906 Certification of the Company's Chief Financial Officer	**
15.1 Independent Qualified Persons' Technical Report dated April 20, 2009 entitled Gahcho Kué Kimberlite Project NI 43-101 Technical Report prepared by Ken Brisebois, P.Eng., Dr. Ted Eggleston, P.Geo., and Alexandra Kozak, P.Eng., all of AMEC Americas Limited.	(6)
15.2 Independent Qualified Persons' Technical Report dated December 1, 2010 (with Information Effective as of October 15, 2010) entitled "Gahcho Kué Definitive Feasibility Study NI 43-101 Technical Report" prepared by Daniel D. Johnson, Mike Makarenko, and Ken Meikle, all of JDS Energy and Mining Inc.	(7)
15.3 Consents for inclusion of the Technical Report in Exhibit 15.1 and reference in Form 20-F	(6)
15.4 Consents for use of information of the Technical Report in Exhibit 15.2 and reference in Form 20-F	—

** Filed herewith

(1) The Registrant has received approval for confidential treatment with respect to certain portions of this Agreement, which have been omitted, pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

(2) See list of subsidiaries on page 11 of this Annual Report.

(3) Previously filed and incorporated by reference.

(4) Previously furnished under cover of Form 6-K dated June 2, 2000 and incorporated by reference.

(5) Attached as Appendix A to the Joint Information Circular of the Company and Glenmore Highlands Inc. which information circular was previously furnished under cover of Form 6K dated June 2, 2000, and incorporated by reference.

(6) Previously filed and incorporated by reference.

(7) Previously filed under Form 6-K dated December 3, 2010, and incorporated by reference.