

GLAMIS GOLD LTD  
Form S-8  
May 24, 2002

As filed with the Securities and Exchange Commission on \_\_\_\_\_, 2002

Registration No. 333-

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

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

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**GLAMIS GOLD LTD.**

(Exact name of Registrant as specified in its charter)

**British Columbia, Canada**

(State or other jurisdiction of incorporation or organization)

**None**

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

**5190 Neil Road, Suite 310**

**Reno, Nevada 89502**

(Address of principal executive offices, including zip code)

**AMENDED INCENTIVE SHARE PURCHASE OPTION PLAN**

(Full title of the plans)

**CHARLES A. JEANNES**

**Senior Vice-President, Administration, General Counsel and Secretary**

**5190 Neil Road, Suite 310**

**Reno, Nevada 89502**

**(775) 827-4600**

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

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**Copy to:**

**G. BARRY FINLAYSON**

**LANG MICHENER**

**1500 - 1055 West Georgia Street**

**P.O. Box 11117**

**Vancouver, British Columbia, V6E 4N7**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to Be Registered</b>	<b>Number to Be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
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Common Shares without par value not subject to outstanding options	4,330,430	U.S. \$8.195(2)	U.S. \$35,487,874(2)	U.S. \$3,266(2)
Common Shares without par value	3,197,800	N/A	N/A	0(3)

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- (1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant's Amended Incentive Share Purchase Option Plan as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding common shares without par value ( Common Shares ).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to rule 457(h) under the Securities Act of 1933, as amended. The proposed offering price and calculation of the registration fee is based on a share price of U.S.\$8.195, which was the average of the high and low trade prices for the Registrant's Common Shares on May 15, 2002 as reported on the New York Stock Exchange.
- (3) These Common Shares were originally registered on the Registrant's Registration Statements on Form S-8, registration numbers 333-00936 and 333-39776, filed with the Securities and Exchange Commission on January 31, 1996 and June 21, 2000, respectively, (the Prior Statements ); accordingly, the registration fee in respect of such Common Shares was paid at the time of the original filing and pursuant to rule 429 under the Securities Act of 1933, as amended, are not applicable for this Registration Statement.
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**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Certain portions of the Prior Statements are incorporated by reference as set forth below. The purpose of this Registration Statement is to register 4,330,430 Common Shares of the Registrant, which are in addition to the 3,197,800 Common Shares which remain subject to the Registrant's Amended Incentive Share Purchase Option Plan dated for reference September 30, 1995, which Common Shares were registered pursuant to the Prior Statements.

**Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The contents of Item 3 of the Prior Statements are herein incorporated by reference.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) after the date hereof and prior to the filing of a post-effective amendment which indicates that the securities offered hereby have been sold or which deregisters the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

**Item 4. DESCRIPTION OF SECURITIES**

Not applicable.

**Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Not applicable.

**Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The contents of Item 6 of the Prior Statements are herein incorporated by reference.

**Item 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**Item 8. EXHIBITS**

Exhibit Number	Description
5.1	Opinion of Lang Michener regarding legality of the Common Shares being registered
23.1	Consent of KPMG LLP, Chartered Accountants
23.2	Consent of Lang Michener (included in opinion filed as Exhibit 5.1)
23.3	Consent of Mine Reserve Associates, Inc., Professional Engineer
24.1	Power of Attorney (see signature page)
99.1	Amended Incentive Share Purchase Option Plan dated for reference September 30, 1995

**Item 9. UNDERTAKINGS**

A. The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

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(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the Securities Act );

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which is registered) and any deviation from the low or high end of the estimate maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefits plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defence of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reno, State of Nevada, on the 22nd day of May, 2002.

**GLAMIS GOLD LTD.**

Signed C. Kevin McArthur

By: C. Kevin McArthur

President, Chief Executive Officer and Director

Each person whose individual signature appears below hereby authorizes C. Kevin McArthur and Cheryl S. Maher, or either of them, as attorneys-in-fact with full power of substitution, to execute in the name and on the behalf of each person, individually and in each capacity stated below, and to file, any and all post-effective amendments to this Registration Statement.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below on the 22nd day of May, 2002.

Signature	Title
Signed C. Kevin McArthur C. Kevin McArthur	President, Chief Executive Officer, Director and Authorized Representative in the United States (Principal Executive Officer)
Signed Cheryl S. Maher Cheryl S. Maher	Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
Signed A. Dan Rovig A. Dan Rovig	Chairman of the Board and Director
Signed James R. Billingsley James R. Billingsley	Director
Signed Ian S. Davidson Ian S. Davidson	Director
Signed Jean Depatie Jean Depatie	Director
Signed Kenneth F. Williamson Kenneth F. Williamson	Director
Signed Leonard Harris Leonard Harris	Director



**INDEX TO EXHIBITS**

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