

ECHO BAY MINES LTD
Form POS AM
February 18, 2003

As filed with the Securities and Exchange Commission on February 18, 2003

Registration Statement No. 333-35857

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Post-Effective Amendment No. 1
to**

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Echo Bay Mines Ltd.

(Exact name of registrant as specified in its charter)

CANADA
(State or other jurisdiction
of incorporation or
organization)

52nd Floor, 40 King Street West
Toronto, Ontario M5H 3Y2
(416) 365-5198
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

None
(I.R.S. Employer
Identification Number)

RICHARD A. DYE
General Manager, Fort Knox Mine
Kinross Gold Corporation
802 East Winchester, Suite 100
Murray, Utah 84107
(801) 290-1101

(Name, address, including zip code, and telephone number, including area code, of agent for service in the United States)

Copies to:

CAMERON A. MINGAY, ESQ.
Cassels Brock & Blackwell LLP
Scotia Plaza, Suite 2100
40 King Street West
Toronto, Ontario
Canada M5H 3C2
(416) 869-5300

PHILIP L. COLBRAN, ESQ.
Chadbourne & Parke LLP
30 Rockefeller Plaza
New York, New York
10112 U.S.A.
(212) 408-5100

Approximate date of commencement of proposed sale to the public: This post-effective amendment withdraws from registration any debt securities, guarantees, common shares and warrants of Echo Bay Mines Ltd. and any guaranteed debt securities and guaranteed preferred stock of Echo Bay Resources Inc. that remain unsold hereunder and terminates the registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

The registrant hereby requests that this post-effective amendment to the registration statement become effective as soon as practicable pursuant to Section 8(c) of the Securities Act of 1933, as amended.

WITHDRAWAL OF SECURITIES FROM REGISTRATION AND TERMINATION OF RELATED REGISTRATION STATEMENT

On September 17, 1997, Echo Bay Mines Ltd., a Canadian corporation (Echo Bay), filed a Registration Statement on Form S-3 (No. 333-35857), as amended (the Registration Statement), for purposes of registering (a)(i) debt securities of Echo Bay (Debt Securities), consisting of debentures, notes, bonds and/or other unsecured evidences of indebtedness in one or more series, (ii) full, unconditional and irrevocable guarantees by Echo Bay (Guarantees) of Debt Securities and shares of guaranteed preferred stock (Preferred Stock) issued by Echo Bay Resources Inc. (EBR), a wholly-owned subsidiary of Echo Bay, (iii) shares of Echo Bay s common stock, without par value (Common Shares) and (iv) warrants to purchase Debt Securities, Preferred Stock or Common Shares and (b) guaranteed Debt Securities of EBR, consisting of debentures, notes or other unsecured evidences of indebtedness in one or more series and guaranteed Preferred Stock of EBR in one or more series, each guaranteed by Echo Bay (all of the securities described in the foregoing clauses (a) and (b) collectively referred to as the Securities), to be offered at an aggregate initial offering price not to exceed U.S. \$200,000,000.

Pursuant to the undertakings of Echo Bay set forth in Part II of the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to withdraw from registration under the Securities Act of 1933, as amended, all of the Securities that remain unsold under the Registration Statement and to terminate the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, on February 18, 2003.

ECHO BAY MINES LTD.

By: /s/ Robert Buchan
(Robert Buchan, Chief Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on the 18th day of February, 2003 by the following persons in the capacities indicated:

Table with 2 columns: Signature and Title. Row 1: /s/ Robert Buchan, Robert Buchan, Chief Executive Officer (principal executive officer). Row 2: /s/ Brian W. Penny, Vice President, Chief Financial Officer and Director (principal financial officer and principal accounting officer).

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Brian W. Penny

Director

/s/ Christopher Hill

Christopher Hill

Director

/s/ Scott A. Caldwell

Scott A. Caldwell

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this Post-Effective Amendment No. 1 to the Registration Statement, solely in the capacity of the duly authorized representative of Echo Bay Mines Ltd. in the United States, on this 18th day of February, 2003.

ECHO BAY MINES LTD.

(Authorized U.S. Representative)

By: /s/ Richard A. Dye

Name: Richard A. Dye

Title: General Manager, Fort Knox Mine