

New Gold Inc. /FI
Form 40-F/A
May 27, 2015

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

FORM 40-F/A

Amendment No. 1

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2014 Commission File Number 001-31722

New Gold Inc.

(Exact name of Registrant as specified in its charter)

| | | |
|---|--|---|
| British Columbia (Province or other jurisdiction of incorporation or organization) | 1000 (Primary Standard Industrial Classification Code Number) | Not Applicable (I.R.S. Employer Identification Number) |
|---|--|---|

Suite 1800 Two Bentall Centre, 555 Burrard Street

Vancouver, British Columbia, Canada V7X 1M9

(604) 696-4100

(Address and telephone number of Registrant's principal executive offices)

CT Corporation System

111 Eighth Avenue, New York, NY 10011

(212) 894-8940

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

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class:</u> | <u>Name of Each Exchange On Which Registered:</u> |
|------------------------------------|---|
| Common Shares, no par value | NYSE MKT LLC |

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form Audited Annual Financial Statements

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

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At **December 31, 2014**, the Registrant had outstanding 504,677,822 common shares without par value.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 submit and post such files). Yes No

EXPLANATORY NOTE

New Gold Inc. (the “Company”) is filing this Amendment No 1 to its Annual Report on Form 40-F initially filed on March 27, 2015 (the “2014 Annual Report”), solely to revise the reports of the Company’s independent auditor, Deloitte LLP, contained in the Audited Consolidated Financial Statements filed as Exhibit 2 to the 2014 Annual Report, which inadvertently omitted several paragraphs in the financial statement opinion, as well as the city and country where the reports were issued. Except as specifically provided in the immediately preceding sentence, the 2014 Annual Report remains entirely unmodified, regardless of events that may have occurred subsequent to the initial filing date. The revised Audited Consolidated Financial Statements are contained in Exhibit 2 to this Amendment No. 1 to the Company’s Annual Report on Form 40-F.

UNDERTAKINGS

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has filed with the Commission an amendment dated January 21, 2010 to the written consent to service of process and power of attorney on Form F-X. Any change to the name or address of the Company’s agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Amendment No. 1 to the Annual Report on Form 40-F for the year ended December 31, 2014, to be signed on its behalf by the undersigned, thereto duly authorized.

NEW GOLD INC.

By: /s/ Brian Penny
Name: Brian Penny
Title: Chief Financial Officer

Date: May 27, 2015

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this annual report on Form 40-F.

Exhibit Description

- 1.* Annual Information Form for the year ended December 31, 2014
2. Revised Audited Consolidated Financial Statements for the years ended December 31, 2014 and 2013, including the report of independent registered public accounting firm with respect thereto
- 3.* Management's Discussion and Analysis for the year ended December 31, 2014
- 4.* New Gold's Code of Business Conduct and Ethics, as approved by the Company's board of directors on February 19, 2015
- 5.* Report on Mine Safety as required by section 13 of the Exchange Act
6. Certification of Chief Executive Officer as Required by Rule 13a-14(a) under the Exchange Act
7. Certification of Chief Financial Officer as Required by Rule 13a-14(a) under the Exchange Act
8. Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
9. Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
10. Consent of Deloitte LLP
- 11.* Consent of Roscoe Postle Associates Inc.
- 12.* Consent of David Rennie
- 13.* Consent of Holger Krutzelmann
- 14.* Consent of Dennis Bergen
- 15.* Consent of Wayne Valliant
- 16.* Consent of Kathleen A. Altman
- 17.* Consent of Richard Lambert
- 18.* Consent of Ian T. Blakley
- 19.* Consent of Colin Hardie
- 20.* Consent of David Runnels
- 21.* Consent of Patrice Live
- 22.* Consent of BBA Inc.
- 23.* Consent of Sheila E. Daniel
- 24.* Consent of David G. Ritchie
- 25.* Consent of Adam Coulson
- 26.* Consent of AMEC

- 27.* Consent of Glen Cole
- 28.* Consent of Dorota El-Rassi
- 29.* Consent of SRK Consulting (Canada) Inc.
- 30.* Consent of Colm Keogh
- 31.* Consent of Mo Molavi
- 32.* Consent of AMC Mining Consultants (Canada), Ltd.
- 33.* Consent of Ronald G. Simpson
- 34.* Consent of GeoSim Services Inc.
- 35.* Consent of Jay Horton
- 36.* Consent of Norwest Corporation
- 37.* Consent of Bruno Borotraeger
- 38.* Consent of Knight Piésold Ltd.
- 39.* Consent of Ignacy (Tony) Lipiec
- 40.* Consent of Gary Christie
- 41.* Consent of AMEC Americas Limited
- 42.* Consent of Mark Petersen

* Previously filed.