

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

KINROSS GOLD CORP  
Form SC 13D  
February 10, 2003

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

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SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)\*  
-----

Kinross Gold Corporation  
(Name of Issuer)  
Common Shares, No Par Value  
(Title of Class of Securities)  
496902206  
(CUSIP Number)

-----  
Sharon E. Dowdall  
Vice President and Secretary  
Newmont Mining Corporation of Canada Limited  
Suite 1900, Box 2005  
20 Eglinton Avenue West  
Toronto, Ontario M4R 1K8  
(415) 480-6480  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

-----  
Copies to:

Britt Banks  
Vice President, General Counsel and Secretary  
Newmont Mining Corporation  
1700 Lincoln Street  
Denver, Colorado 80203  
(303) 837-7414

January 31, 2003  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on the following pages)  
(Page 1 of 13 pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

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CUSIP No. 496902206  
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13D

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1 NAME OF REPORTING PERSONS  
Newmont Mining Corporation

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* [a] [ ]  
[b] [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*  
OO

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
NUMBER OF 7 SOLE VOTING POWER  
SHARES N/A  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH

-----  
8 SHARED VOTING POWER  
43,238,427\*

-----  
9 SOLE DISPOSITIVE POWER  
N/A

-----  
10 SHARED DISPOSITIVE POWER  
43,238,427\*

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
43,238,427\*

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN [ ]  
SHARES\*

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.8%\*\*  
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14 TYPE OF REPORTING PERSON\*  
HC, CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\* Included in this figure are the Common Shares reported by Newmont International Holdings Pty. Ltd. and Newmont Mining Corporation of Canada Limited on a preceding cover page.

\*\* Included in this percentage is the percentage of Common Shares reported by Newmont International Holdings Pty. Ltd. and Newmont Mining Corporation of Canada Limited on a preceding cover page.

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CUSIP No. 496902206

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1 NAME OF REPORTING PERSONS  
Newmont Mining Corporation of Canada Limited

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*  
OO

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Canada

-----  
NUMBER OF 7 SOLE VOTING POWER  
SHARES N/A  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

-----  
8 SHARED VOTING POWER  
42,465,653

-----  
9 SOLE DISPOSITIVE POWER  
N/A

-----  
10 SHARED DISPOSITIVE POWER  
42,465,653

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
43,238,427\*

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.8%\*\*

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\* Included in this figure are the Common Shares reported by Newmont International Holdings Pty. Ltd. on a following cover page.

\*\* Included in this percentage is the percentage of Common Shares reported by Newmont International Holdings Pty. Ltd. on a following cover page.

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1 NAME OF REPORTING PERSONS  
Newmont International Holdings Pty.Ltd

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Australia

NUMBER OF 7 SOLE VOTING POWER  
SHARES N/A  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
772,774

9 SOLE DISPOSITIVE POWER  
N/A

10 SHARED DISPOSITIVE POWER  
772,774

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
43,238,427\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]

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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.8%\*\*

-----  
14 TYPE OF REPORTING PERSON\*  
CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\* Included in this figure are the Common Shares reported by Newmont Mining Corporation of Canada Limited on a preceding cover page.

\*\* Included in this percentage is the percentage of Common Shares reported by Newmont Mining Corporation of Canada Limited on a preceding cover page.

Item 1. Security and Issuer

This Schedule 13D relates to common shares, no par value (the "Common Shares") of Kinross Gold Corporation, a corporation organized pursuant to the laws of the Province of Ontario, Canada ("Kinross"). The principal executive offices of Kinross are located at: 52nd Floor, Scotia Plaza, 40 King Street West Toronto, Ontario M5H 3Y2

Item 2. Identity and Background.

Newmont Mining Corporation, a Delaware corporation ("Newmont"), is a company principally engaged in the production of gold and exploration for gold, and the acquisition and development of gold properties worldwide, having its principal address at:

1700 Lincoln Street  
Denver, Colorado 80203

Newmont Mining Corporation of Canada Limited, a corporation incorporated under the laws of Canada ("Newmont Canada"), is a public precious metals royalty company, having its principal address at:

Suite 1900, Box 2005  
20 Eglinton Avenue West  
Toronto, Ontario M4R 1K8  
Canada

Newmont International Holdings Pty. Ltd., an Australian corporation ("Newmont Holdings" and, together with Newmont and Newmont Canada, the "Reporting Persons"), is a Australian holding company for investments in various overseas corporations, having its principal address at:

100 Hutt Street  
Adelaide, South Australia  
AUSTRALIA

Set forth in Annex A, Annex B and Annex C attached hereto and incorporated herein by reference are the name, title, business address, principal occupation and address of the business in which the principal occupation is conducted, and citizenship of each executive officer and director of Newmont, Newmont Canada and Newmont Holdings, respectively.

During the last five years, none of the Reporting Persons and/or the current officers or directors of the Reporting Persons has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been party to a civil proceeding of a judicial or administrative body of

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competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons received Common Shares of Kinross in the Combination (as described in Item 4 below), which closed on January 31, 2003.

### Item 4. Purpose of Transaction

On June 14, 1999, Normandy Mining Limited (ACN 009295765), an Australian company ("Normandy"), completed a transaction with TVX Gold Inc. ("TVX") pursuant to which, in part, (i) Newmont Holdings subscribed for and was issued 356,665 common shares in the capital of TVX (on a basis post the TVX share consolidation effective in June 2000) and (ii) a joint venture now known as "TVX Newmont Americas" between TVX and Normandy was created.

On April 3, 2002, 244,994,150 common shares of Echo Bay Mines Ltd. ("Echo Bay") were issued to Newmont Canada upon the conversion of \$67 million principal amount of capital securities in connection with the reorganization of Echo Bay.

On June 10, 2002, Kinross Gold Corporation ("Kinross"), Echo Bay and TVX entered into a combination agreement (the "Combination Agreement") providing for the combination of the three companies (the "Combination") and the concurrent acquisition by TVX of Newmont's 49.9% interest in TVX Newmont Americas. Under the Combination Agreement, the Combination was to be achieved by a plan of arrangement, whereby shareholders of Echo Bay would receive 0.52 of a Kinross share for each Echo Bay share and TVX shareholders would receive 0.65 of a Kinross share for each TVX share. Concurrently, with the Combination taking effect, TVX would acquire Newmont's interest in TVX Newmont Americas through a separate agreement. The Combination was conditional upon, among other things, the approval of the Combination by each company's shareholders. In connection with the Combination, on June 10, 2002, Newmont and Newmont Canada entered into a lock-up agreement with Echo Bay (the "Lock-Up Agreement"), pursuant to which, subject to certain exceptions, Newmont and Newmont Canada agreed to (i) continue to hold Newmont Canada's Echo Bay common shares until the conclusion of the Echo Bay shareholders' meeting called to approve the Combination and (ii) vote such shares in favor of Echo Bay's participation in the Combination. On November 19, 2002, various of the above agreements were amended to extend the proposed closing date to January 31, 2003.

On January 31, 2003, the Combination and the sale by Newmont of its interest in TVX Newmont Americas to TVX was completed in the manner described above.

As a result of the Combination, Newmont Canada acquired 42,465,653 Common Shares of Kinross in exchange for Newmont Canada's interest in Echo Bay and Newmont Holdings acquired 772,774 Common Shares of Kinross in exchange for Newmont Holdings' interest in TVX.

The Common Shares of the Reporting Persons were acquired for investment purposes. However, the Reporting Persons will review their holdings from time to time and may increase or decrease their holdings in Kinross as future circumstances may dictate. Such transactions may be made at any time without prior notice. There can be no assurance, however, that the Reporting Persons will take any such actions. Except as set forth above, the Reporting Persons have no plans or proposals with respect to any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

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Item 5. Interest in Securities of the Issuer

(a) - (b) Newmont Canada and Newmont Holdings are indirect subsidiaries of Newmont. Newmont Canada holds 42,465,653 Common Shares of Kinross and Newmont Holdings holds 772,774 Common Shares of Kinross for an aggregate of 43,238,427 Common Shares of Kinross representing 13.8% of the Common Shares of Kinross outstanding at the date of this filing. Newmont, as the ultimate parent of Newmont Canada and Newmont Holdings, may be deemed to be the beneficial owner of, and may be deemed to have sole power to vote or to direct the vote of, and the sole power to dispose or direct the disposition of, the Common Shares of Kinross held by Newmont Canada and Newmont Holdings.

(c) On January 31, 2003, the Reporting Persons acquired 43,238,427 Common Shares of Kinross (in the aggregate) in the Combination.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to be Filed as Exhibits

(a) Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2003

NEWMONT MINING CORPORATION

By: /s/ Ardis Young

-----  
Name: Ardis Young  
Title: Assistant Secretary

NEWMONT MINING CORPORATION OF CANADA LIMITED

By: /s/ Sharon E. Dowdall

-----  
Name: Sharon E. Dowdall  
Title: Vice President and Secretary

NEWMONT INTERNATIONAL HOLDINGS PTY. LTD.

By: /s/ Ken Williams

-----  
Name: Ken Williams  
Title: Director

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Annex A

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Mining Corporation are set forth below. The business address for each person listed below is, unless otherwise noted, c/o Newmont Mining Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED
Britt D. Banks	Vice President, General Counsel and Secretary	Vice President, General Counsel and Secretary of Newmont Mining Corporation	See above.
Glen A. Barton	Director	Chairman and Chief Executive Officer of Caterpillar Inc.	100 NE Adams Street Peoria, IL 61629-7216
Vincent A. Calarco	Director	President and Chief Executive Officer of Crompton Corporation	One American Lane Greenwich, CT 06831
James T. Curry, Jr.	Director	Retired Director and Retired Chief Executive Officer of the Minerals Division of Broken Hill Proprietary Company Ltd.	N/A
John A.S. Dow	Executive Vice President and Managing Director of Newmont Australia Limited	Executive Vice President of Newmont Mining Corporation and Managing Director of Newmont Australia Limited	See above.
Thomas L. Enos	Vice President and Managing Director, Newmont Indonesia Limited	Vice President of Newmont Mining Corporation and Managing Director, Newmont Indonesia Limited	See above
Joseph P. Flannery	Director	Chairman, President and Chief Executive Officer of Uniroyal Holding Inc.	70 Great Hill Road Naugatuck, CT 06770
David H. Francisco	Executive Vice	Executive Vice	See above.



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	President, Operations	President, Operations of Newmont Mining Corporation	
M. Craig Haase	Director	Retired Executive Vice President and Chief Legal Officer of Franco-Nevada Mining Corporation Limited.	N/A
Michael S. Hamson	Director	Chairman of Hamson Consultants	Acland Street Corner Entrance (Rear) 195 Walsh Street South Yarra, VIC 3141 AUSTRALIA
Bruce D. Hansen	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer of Newmont Mining Corporation	See above.

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED
David Harquail	President and Managing Director, Newmont Capital Limited	President and Managing Director, Newmont Capital Limited, of Newmont Mining Corporation	See above.
Leo I. Higdon, Jr.	Director	President of Charleston College	Office of the President College of Charleston 66 George Street Charleston, SC 29424
Donald G. Karras	Vice President, Taxes	Vice President, Taxes, of Newmont Mining Corporation	See above.
Pierre Lassonde	Director; President	President of Newmont Mining Corporation	See above.
Thomas P. Mahoney	Vice President and Treasurer	Vice President and Treasurer of Newmont Mining Corporation	See above.
Robert J. Miller	Director	Partner, Jones Vargas law firm	Third Floor South 3773 Howard Hughes Parkway Las Vegas, NV 89109-0949
Wayne W. Murdy	Director, Chairman and Chief Executive Officer	Chairman and Chief Executive Officer of Newmont Mining Corporation	See above.

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David W. Peat	Vice President and Global Controller	Vice President and Global Controller of Newmont Mining Corporation	See above.
Richard M. Perry	Vice President and Managing Director, Newmont USA Limited	Vice President of Newmont Mining Corporation and Managing Director of Newmont USA Limited	See above.
Robin A. Plumbridge	Director	Retired Chairman of Gold Fields of South Africa Limited	N/A
John B. Prescott	Director	Chairman of Australian Submarine Corporation Pty Limited	Level 28, 140 William Street Melbourne, VIC 3000 AUSTRALIA
Moeen A. Qureshi	Director	Chairman of Emerging Markets Partnership	2001 Pennsylvania Avenue, N Suite 1100 Washington, D.C. 20006
Michael K. Reilly	Director	Retired Chairman of Zeigler Coal Holding Company	N/A
Carlos Santa Cruz	Vice President and Managing Director, Newmont Peru Limited	Vice President of Newmont Mining Corporation and Managing Director of Newmont Peru Limited	See above.
Seymour Schulich	Director	Chairman of Newmont Capital Limited	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATION CONDUCTED
James V. Taranik	Director	President Emeritus of Desert Research Institute of the University and Community College System of Nevada	Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138

Annex B

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont Canada are set forth below. The business address for each person listed below, unless otherwise noted, is c/o Newmont Mining

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Corporation, 1700 Lincoln Street, Denver, Colorado 80203.

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATIO CONDUCTED
Britt D. Banks	Vice President	Vice President, General Counsel and Secretary of Newmont Mining Corporation	See above.
Sharon E. Dowdall	Vice President and Secretary	Vice President and Secretary Newmont Mining Corporation of Canada Limited and Newmont Capital Limited, Group Legal Counsel - Canada Newmont Mining Corporation	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA
Joseph P. Flannery	Director	Chairman, President and Chief Executive Officer of Uniroyal Holding Inc.	70 Great Hill Road Naugatuck, CT 06770
David H. Francisco	Vice President	Executive Vice President, Operations, of Newmont Mining Corporation	See above.
Bruce D. Hansen	Vice President	Senior Vice President and Chief Financial Officer of Newmont Mining Corporation	See above.
Leo I. Higdon, Jr.	Director	President of Charleston College	Office of the President College of Charleston 66 George Street Charleston, SC 29424
Donald G. Karras	Vice President	Vice President, Taxes Newmont Mining Corporation	See above
Pierre Lassonde	Director; President	President of Newmont Mining Corporation	See above.
Wayne W. Murdy	Director; Chairman	Chairman and Chief Executive Officer of Newmont Mining Corporation	See above.
Thomas P. Mahoney	Vice President and Treasurer	Vice President and Treasurer	See above
Robin A. Plumbridge	Director	Retired Chairman of Gold Fields of South Africa Limited	See above
Moeen A. Qureshi	Director	Chairman of Emerging Markets Partnership	2001 Pennsylvania Avenue, NW Suite 1100 Washington, D.C. 20006
Seymour Schulich	Director	Chairman of Newmont	Suite 1900, Box 2005

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Capital Limited,  
Director, Newmont Mining  
Corporation

20 Eglinton Avenue West  
Toronto, ON M4R 1K8  
CANADA

James V. Taranik	Director	President Emeritus of Desert Research Institute of the University and Community College System of Nevada	Department of Geological Sciences, MS 172 Mackay School of Mines University of Nevada, Reno Reno, NV 89557-0138
H. Geoffrey Waterman	Vice President	Vice President Newmont Mining Corporation of Canada Limited	Suite 1900, Box 2005 20 Eglinton Avenue West Toronto, ON M4R 1K8 CANADA
Ardis Young	Assistant Secretary	Assistant Secretary, Newmont Mining Corporation	See above

Annex C

The name, present principal occupation, address of business in which such principal occupation is conducted and citizenship of each director and executive officer of Newmont International Holdings Pty. Ltd. The business address for each person listed below is c/o Newmont International Holdings Pty. Ltd., 100 Hutt Street, Adelaide, South Australia, AUSTRALIA

NAME	TITLE	PRESENT PRINCIPAL OCCUPATION	ADDRESS OF BUSINESS IN WHICH PRINCIPAL OCCUPATIO CONDUCTED
Kenneth G. Williams	Director	Director of Newmont Australia Limited	See above
Colin C. Lake	Director	Financial Manager of Newmont Australia Limited	See above
Phillip J. Gerrard	Director	Chartered Accountant at Newmont Australia Limited	See above
Pauline F. Carr	Company Secretary	Company Secretary of Newmont International Holdings Pty. Ltd.	See above.
David W. Godfrey	Company Secretary	Company Secretary of Newmont International Holdings Pty. Ltd	See above.