

MIRAMAR MINING CORP
Form 40-F/A
April 27, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F/A

AMENDMENT NO. 1

(Check one)

**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, 2006

Commission file number 001-34436

MIRAMAR MINING CORPORATION

(Exact name of Registrant as specified in its charter)

Not applicable

(Translation of Registrant's name
into English (if applicable))

British Columbia, Canada

(Province of other jurisdiction
of incorporation or organization)

Not Applicable

(I.R.S. employer Identification
Number (if applicable))

1040

(Primary Standard Industrial Classification Code Number (if applicable))

Suite 300 899 Harbourside Drive, North Vancouver, British Columbia, Canada V7P 3S1

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(604) 985-2572

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

CT Corporation System, 111 Eighth Avenue, 13th Floor, New York, New York 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 or to be registered pursuant to Section 12(b) of the Act.

Title of each class
Common shares

Name of each exchange on which registered
American Stock Exchange

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

None

(Title of Class)

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

None

(Title of Class)

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.

As at December 31, 2006, 217,125,038 Common Shares without par value were issued and outstanding.

As at March 28, 2007 there were 217,565,440 Common Shares without par value issued and outstanding.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes: 82- _____ No

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

Explanatory Note: Explanatory Note: Miramar Mining Corporation (the Company or the Registrant) is filing this Amendment No. 1 to its Annual Report on Form 40-F for the year ended December 31, 2006 (Original Filing), solely for the purposes of providing the consent of Michel Dagbert. This Amendment does not amend or restate any information contained in the Original Filing and does not purport to update any recent events or developments to the date of the Original Filing.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Securities and Exchange Commission (SEC) staff, and to furnish promptly, when requested to do so by the SEC 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 filed an Appointment of Agent for Service of Process and Undertaking on Form F-X signed by the Company and its agent for service of process on May 20, 2003 with respect to the class of securities in relation to which the obligation to file this annual report arises, which Form F-X is incorporated herein by reference.

EXHIBITS

- | | |
|---------------------|--|
| 99.1 ⁽¹⁾ | Code of Conduct for Chief Executive Officer and Senior Accounting Officers |
| 99.2 | Audit and Risk Management Committee Charter (included in the Annual Information Form filed herewith) |
| 99.3 | Certifications by the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 99.4 | Certifications by the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 99.5 | Certificate 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 |
| 99.6 | Certificate 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 |

- 99.7⁽²⁾ Consent of KPMG LLP
- 99.8⁽²⁾ Consent of John Wakeford, P. Geo.
- 99.9⁽²⁾ Consent of SRK Consulting (Canada) Inc.
- 99.10⁽²⁾ Consent of John R. Sullivan, P. Geo., of Watts, Griffis and McOuat Limited
- 99.11 Consent of Michel Dagbert, P. Eng., of Geostat Systems International Inc.
- 99.12⁽²⁾ Consent of John Zbeetnoff, P. Geo.
- 99.13⁽²⁾ Consent of Darren Lindsay, P. Geo.

⁽¹⁾ Previously filed on May 19, 2004 on the issuer's annual report on Form 40-F for the year ended December 31, 2003.

⁽²⁾ Previously filed on April 2, 2007 on the issuer's annual report on Form 40-F for the year ended December 31, 2006.

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 annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant

MIRAMAR MINING CORPORATION

By /s/ David Long
David Long, Corporate Secretary

Date: April 24, 2007