

ELDORADO GOLD CORP /FI

Form S-8

October 07, 2008

As filed with the Securities and Exchange Commission on October 7, 2008

Registration Statement No. 333-145854

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ELDORADO GOLD CORPORATION**

(Exact name of registrant as specified in its charter)

**Canada**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

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

**1188-550 Burrard Street**

**Bentall 5**

**Vancouver, British Columbia**

**Canada V6C 2B5**

(Address of principal executive offices)

**ELDORADO GOLD CORPORATION INCENTIVE STOCK OPTION PLAN (EMPLOYEES,  
CONSULTANTS & ADVISORS), AMENDED AND RESTATED AS OF MAY 1, 2008**

**INCENTIVE STOCK OPTION PLAN OF ELDORADO GOLD CORPORATION  
(OFFICERS & DIRECTORS), AMENDED AND RESTATED AS OF MAY 1, 2008**

(Full titles of plans)

**CT Corporation**

**111 Eighth Avenue, 13 Floor**

**New York, NY 10011**

(Name and address of agent for service)

**(212) 894-8940**

(Telephone number, including area code, of agent for service)

***Copies to:***

Kenneth G. Sam, Esq.

Dorsey & Whitney LLP

Republic Plaza Building, Suite 4700

370 Seventeenth Street

Denver, CO 80202-5647

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "Accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

## CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Shares issuable under the Incentive Stock Option Plan of Eldorado Gold Corporation (Officers & Directors) Amended and Restated as of May 1, 2008	2,723,191 <sup>(1)</sup>	\$5.45 <sup>(2)</sup>	\$14,841,390.95	\$584
Common Shares issuable under the Eldorado Gold Corporation Incentive Stock Option Plan (Employees, Consultants & Advisors), Amended and Restated as of May 1, 2008	3,403,980 <sup>(3)</sup>	\$5.45 <sup>(2)</sup>	\$18,551,691.00	\$729
<b>TOTAL</b>	6,127,171		\$33,393,081.95	\$1,313

- (1) Additional Common Shares, without par value, offered by the Registrant pursuant to the Incentive Stock Option Plan of Eldorado Gold Corporation (Officers & Directors) Amended and Restated as of May 1, 2008.
- (2) The proposed maximum offering price per share and the registration fee were calculated in accordance with Rule 457(c) and (h) based on the average high and low prices of for the Registrant's common shares on October 6, 2008, as quoted on the American Stock Exchange.
- (3) Additional Common Shares, without par value, offered by the Registrant pursuant to the Eldorado Gold Corporation Incentive Stock Option Plan (Employees, Consultants & Advisors), Amended and Restated as of May 1, 2008.
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**EXPLANATORY NOTE**

On September 4, 2007, Eldorado Gold Corporation (the "Company") filed a Registration Statement on Form S-8 (SEC File No. 333-145854) to register 8,100,331 common shares of the Company issuable upon exercise of options or rights granted or to be granted under the Company's Incentive Stock Option Plan of Eldorado Gold Corporation (Officers & Directors), Amended and Restated as of April 28, 2005 and the Company's Eldorado Gold Corporation Incentive Stock Option Plan (Employees, Consultants & Advisors), Amended and Restated as of April 28, 2005. The Form S-8 (SEC File No. 333-145854) acted as a post-effective amendment, pursuant to Rule 429 of the Securities Act of 1933, as amended, to the Company's Registration Statements on Form S-8 (SEC File No. 333-122683) and (SEC File No. 333-107138).

On March 25, 2008, the Company's Board of Directors approved and on May 1, 2008 the Company's shareholders approved an increase in the number of common shares issuable pursuant to stock options under Incentive Stock Option Plan of Eldorado Gold Corporation (Officers & Directors) from 11,058,350 to 13,781,541. Accordingly, the Company hereby registers an additional 2,723,191 common shares for issuance under its Incentive Stock Option Plan of Eldorado Gold Corporation (Officers & Directors), Amended and Restated as of May 1, 2008, the difference between the old ceiling and the new ceiling.

On March 25, 2008, the Company's Board of Directors approved and on May 1, 2008 the Company's shareholders approved an increase in the number of common shares issuable pursuant to stock options under the Eldorado Gold Corporation Incentive Stock Option Plan (Employees, Consultants & Advisors) from 13,822,947 to 17,226,927. Accordingly, the Company hereby registers an additional 3,403,980 common shares for issuance under Eldorado Gold Corporation Incentive Stock Option Plan (Employees, Consultants & Advisors), Amended and Restated as of May 1, 2008, the difference between the old ceiling and the new ceiling.

The contents of the Registrant's Registration Statement on Form S-8 (File No. 333-145854), as filed with the SEC on September 4, 2007, are incorporated by reference herein.

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**EXHIBITS**

<b><u>Number</u></b>	<b><u>Exhibit</u></b>
4.1	Incentive Stock Option Plan of Eldorado Gold Corporation (Employees, Consultants and Advisors), Amended and Restated as of May 1, 2008
4.2	Incentive Stock Option Plan of Eldorado Gold Corporation (Officers & Directors), Amended and Restated as of May 1, 2008
5.1	Opinion of Fasken Martineau DuMoulin
23.1	Consent of Fasken Martineau DuMoulin (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (See Signature Pages)

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**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 Vancouver, Province of British Columbia, Canada on October 7, 2008.

**Eldorado Gold Corporation**  
(Registrant)

By: /s/ Paul N. Wright  
Paul N. Wright  
President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Paul N. Wright, Earl W. Price and Dawn L. Moss, his attorney-in-fact, with the power of substitution, for them in any and all capacities, to sign any amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/ Paul N. Wright</i> Paul N. Wright	President, Chief Executive Officer and Director	October 7, 2008
<i>/s/ Earl W. Price</i> _____ Earl W. Price	Chief Financial Officer	October 7, 2008
<i>/s/ Hugh C. Morris</i>	Director	October 7, 2008

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Hugh C. Morris

Director

October 7, 2008

*/s/ Wayne D. Lenton*

Wayne D. Lenton

Director

October 7, 2008

*/s/ John S. Auston*

John S. Auston

Director

October 7, 2008

*/s/ K. Ross Cory*

K. Ross Cory

Director

October 7, 2008

*/s/ Robert R. Gilmore*

Robert R. Gilmore

Director

October 7, 2008

*/s/ Donald Shumka*

Donald Shumka

Director

October 7, 2008

*/s/ Geoffrey Handley*

Geoffrey Handley

**AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Authorized Representative in United States

October 7, 2008

*/s/ Robert R. Gilmore*

—Robert R. Gilmore

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