SEABRIDGE GOLD INC Form 20-F March 31, 2008 Table of Contents

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

FORM 20-F

__ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

XX ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2007

OR

____ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______ to _____
OR
___ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report ______
For the transition period from ______ to _____

Commission file number: 0-50657

Seabridge Gold Inc. (Exact name of Registrant as specified in its charter)

Not Applicable (Translation of Registrant's Name into English)

Canada (Jurisdiction of incorporation or organization)

106 Front Street East, 4th Floor, Toronto, Ontario CANADA M5A 1E1 (Address of principal executive offices)

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

Title of each class Name of each exchange on which

registered

Common Stock, no par value American Stock Exchange

Common Stock, no par value TSX Venture Exchange

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

N/A (Title of Class)

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

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: 37,298,885

1

Table of Contents

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act
Yes xx No
If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
Yes xx 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 Securities Exchange Act of 1934 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.
xx Yes No
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 Accelerate filer xx Non-accelerated filer
Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: [] US GAAP
[] International Financial Reporting Standards as issued by the International Accounting Standards Board [x] Other
If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.
xx Item 17 Item 18
If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes xx No
(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)
Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.
Yes No
2

Table of Contents

Seabridge Gold Inc. Form 20-F Annual Report Table of Contents

	PART 1	PAGE
Item 1.	Identity of Directors, Senior Management and Advisers	9
Item 2.	Offer Statistics and Expected Timetable	10
Item 3.	Key Information	10
Item 4	<u>Information on the Company</u>	20
Item 4A	<u>Unresolved Staff Comments</u>	42
Item 5.	Operating and Financial Review and Prospects	42
Item 6.	Directors, Senior Management and Employees	49
Item 7.	Major Shareholders and Related Party Transactions	59
Item 8.	<u>Financial Information</u>	60
Item 9.	The Offer and Listing	60
Item 10.	Additional Information	62
Item 11.	Quantitative and Qualitative Disclosures about Market Risk	72
Item 12.	Description of Securities Other than Equity Securities	73
	<u>PART II</u>	
Item 13.	Default, Dividend Arrearages and Delinquencies	73
Item 14.	Material Modifications to the Rights of Securities Holders and Use of Proceeds	73
Item 15.	Controls and Procedures	73
Item 16A.	Audit Committee Financial Expert	74
Item 16B.	Code of Business Ethics	74
Item 16C.	Principal Accountant Fees and Services	75
Item 16D.	Exemptions from the Listing Standards for Audit Committees	75
Item 16E.	Purchases of Equity Securities by the Issuer and Affiliated Purchasers	75
	<u>PART III</u>	
Item 17.	Financial Statements	75
Item 18.	Financial Statements	75
Item 19.	Exhibits	75
3		

Table of Contents

METRIC EQUIVALENTS

For ease of reference, the following factors for converting metric measurements into imperial equivalents are provided:

To Convert from Metric	To Imperial	Multiply by
Hectares	Acres	2.471
Meters	Feet (ft.)	3.281
Kilometers (km)		