

PLACER DOME INC
Form SC TO-T/A
January 25, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule TO/A
TENDER OFFER STATEMENT PURSUANT TO RULE 14(d)-1 or 13(e)(1)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 20)
PLACER DOME INC.**

(Name of Subject Company (Issuer))
BARRICK GOLD CORPORATION

(Name of Filing Person (Bidder))
Common Shares

(Title of Class of Securities)
725906101

(CUSIP Number of Class of Securities)
**Sybil E. Veenman
Vice President, Assistant General Counsel, and Secretary
BCE Place, Canada Trust Tower
161 Bay Street, Suite 3700
P.O. Box 212
Toronto, Canada M5J 2S1
(416) 861-9911**

(Name, address (including zip code) and telephone number (including area code) of person(s) authorized to receive notices and communications on behalf of filing person)

This Amendment n.20 amends and supplements the Tender Offer Statement on Schedule TO (as previously amended, the Schedule TO) filed with the U.S. Securities and Exchange Commission (the SEC) on November 10, 2005 by Barrick Gold Corporation (Barrick).

The Schedule TO relates to the offer (the Offer) by Barrick to purchase (i) all outstanding common shares (including those that are subject to CHESSE Depository Interests and International Depository Receipts) of Placer Dome Inc. (Placer Dome), which includes common shares that may become outstanding after the date of the offer but before the expiry time of the offer upon conversion, exchange or exercise of options or convertible debentures or other securities of Placer Dome that are convertible into or exchangeable for common shares and (ii) the associated rights issued under the Shareholders Rights Plan of Placer Dome (collectively, the Shares), at a price of, at the election of the shareholder of Placer Dome: (a) US\$22.50, in cash for each Share; or (b) 0.8269 of a Barrick common share and US\$0.05 in cash for each Share, in each case subject to proration.

The Offer is subject to the terms and conditions set forth in the Offer and Circular dated November 10, 2005 (the Offer and Circular) and the related Letter of Transmittal, filed as Exhibits 1.1 and 1.2, respectively, to the initial Schedule TO, as amended by the notice of variation and extension dated January 4, 2006 (the First Notice) and by the notice of extension and subsequent offering period dated January 20, 2006 (the Second Notice) filed, respectively, as Exhibit 1.6 and Exhibit 1.8 to Schedule TO.

Capitalized terms used herein and not defined herein have the respective meaning assigned to such terms in the Offer and Circular, as amended by the First Notice and the Second Notice.

Item 4 Terms of the Transaction

Updated information regarding the issued and outstanding and fully diluted share capital of Placer Dome provided to Barrick after January 19, 2006 has resulted in certain minor adjustments to the consideration paid by Barrick in respect of Shares taken up on January 19 from that described in the attached press release. Shareholders will receive US\$2.34 in cash and 0.7429 of a Barrick common share for each Share tendered to the share alternative (subject to adjustment for fractional shares). The aggregate cash consideration paid by Barrick in respect of the Shares taken up on January 19, 2006 is approximately US\$995 million.

Item 12 Exhibits

As permitted by General Instruction F to Schedule TO, Item 12 of the Schedule TO is hereby amended and supplemented to include:

Exhibit	Description
(a)(20)(1.1)	Material Change Report, dated January 19, 2006 (incorporated by reference to Exhibit 1 to Barrick s Form 6-K furnished to the Commission on January 24, 2006)
(a)(20)(1.2)	Early Warning Report, dated January 24, 2006 (incorporated by reference to Exhibit 2 to Barrick s Form 6-K furnished to the Commission on January 24, 2006)

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BARRICK GOLD CORPORATION

By: /s/ Sybil E. Veenman
Name: Sybil E. Veenman
Title: Vice President, Assistant General
Counsel and Secretary
Date: January 24, 2006

EXHIBIT INDEX

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