

BARRICK GOLD CORP
Form F-10/A
December 28, 2005

Registration Statement No. 333-129643

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

Form F-10

(Amendment No. 2)

REGISTRATION STATEMENT UNDER THE SECURITIES EXCHANGE ACT OF 1934

BARRICK GOLD CORPORATION

(Exact name of Registrant as specified in its charter)

Ontario, Canada

(Province or other jurisdiction of incorporation or organization)

1041

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

Not Applicable

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

**BCE Place
161 Bay Street, Suite 3700
P.O. Box 212
Toronto, Canada M5J 2S1
(800) 720-7415**

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

Approximate date of commencement of proposed sale of the securities to the public: **as soon as practicable after this Registration Statement becomes effective.**

**CT Corporation System
11 Eighth Avenue
New York, New York 10011
Telephone: (212) 894-8700**

*(Name, address (including zip code) and telephone number (including area code)
of agent for service in the United States)*

It is proposed that this filing shall become effective (check appropriate box)

A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).

B. at some future date (check the appropriate box below)

1. pursuant to Rule 467(b) on (___) at (___) (designate a time not sooner than 7 calendar days after filing).

2. pursuant to Rule 467(b) on (___) at (___) (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on (___).

3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.

4. after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

PART I

INFORMATION REQUIRED TO BE DELIVERED TO OFFEREEES OR PURCHASERS

This Amendment No. 2 amends and supplements the registration statement on Form F-10 (as previously amended, the “Registration Statement”) filed with the U.S. Securities and Exchange Commission on November 10, 2005 by Barrick Gold Corporation (“Barrick” or the “Registrant”).

The Registration Statement 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, on the basis of and at the election of the shareholder of Placer Dome: (a) US\$20.50, in cash for each Share; or (b) 0.7518 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 as amended to the date hereof (the “Offer and Circular”) and the related Letter of Transmittal, copies of which were filed as Exhibits 1.1 and 1.2, respectively, to the initial Schedule TO. The Notice of Extension and Variation amends certain terms and conditions of the Offer contained in the Offer and Circular and in the Letter of Transmittal. The information set forth in the Notice of Extension and Variation is hereby incorporated by reference.

Capitalized terms used herein and not defined herein have the respective meaning assigned to such terms in the Offer and Circular.

PART II

INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS

Indemnification

Under the *Business Corporations Act* (Ontario), Barrick may indemnify a present or former director or officer or a person who acts or acted at Barrick's request as a director or officer of another corporation of which Barrick is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of his or her being or having been a director or officer of Barrick or such other corporation on condition that (i) the director or officer acted honestly and in good faith with a view to the best interests of Barrick and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. Further, Barrick may, with court approval, indemnify a person described above in respect of an action by or on behalf of Barrick to procure a judgment in its favour, to which the person is made a party by reason of being or having been a director or an officer of Barrick, against all costs, charges and expenses reasonably incurred by the person in connection with such action if he or she fulfils conditions (i) and (ii) above. A director is entitled to indemnification from Barrick as a matter of right if he or she was substantially successful on the merits of his or her defence and fulfils the conditions (i) and (ii) above.

In accordance with provisions of the *Business Corporations Act* (Ontario) described above, the by-laws of Barrick provide that Barrick shall indemnify a director or officer, a former director or officer, or a person who acts or acted at Barrick's request as a director or officer of a corporation of which Barrick is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of Barrick or such other corporation if he or she acted honestly and in good faith with a view to the best interests of Barrick and, in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

EXHIBITS

The following additional exhibits have been filed as part of this Amendment No. 2 to the Registrant's Registration Statement:

Exhibit	Description
3.5	Material Change Report dated December 28, 2005 relating to Barrick Gold Corporation and Placer Dome Inc. reaching agreement on a friendly transaction (incorporated by reference to Exhibit 1 to Barrick's Form 6-K furnished to the Commission by Barrick on December 28, 2005)
3.6	

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Material Document dated December 28, 2005, containing the Support Agreement, dated December 22, 2005, between Barrick Gold Corporation and Placer Dome Inc. (incorporated by reference to Exhibit 2 to Barrick's Form 6-K furnished to the Commission on December 28, 2005)

PART III

UNDERTAKINGS AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-10 or to transactions in said securities.

Item 2. Consent to Service of Process

(a) In connection with the filing of this Form F-10, the Registrant has previously filed with the Commission a written irrevocable consent and power of attorney on Form F-X

(c) Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the relevant registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Barrick Gold Corporation, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, on this 28th day of December, 2005.

BARRICK GOLD CORPORATION

(Registrant)

By:

/s/ Sybil E. Veenman
Sybil E. Veenman
Vice President, Assistant
General
Counsel and Secretary

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 dates indicated:

<u>Signature</u>	<u>Title with Registrant</u>	<u>Date</u>
* _____ Peter Munk	Chairman and Director	December 28, 2005
* _____ Gregory C. Wilkins	President, Chief Executive Officer and Director (Principal Executive Officer)	December 28, 2005
* _____ Jamie C. Sokalsky	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 28, 2005
* _____ Richard Ball	Vice President, Financial Reporting and Risk Analysis (Principal Accounting Officer)	December 28, 2005
* _____ C. William D. Birchall	Vice Chairman and Director	December 28, 2005
* _____ Howard L. Beck	Director	December 28, 2005
* _____ Gustavo Cisneros	Director	December 28, 2005
* _____ Marshall A. Cohen	Director	December 28, 2005
* _____ Peter A. Crossgrove	Director	December 28, 2005
* _____ Peter C. Godsoe, O.C.	Director	December 28, 2005
* _____	Director	December 28, 2005

Angus A. MacNaughton

_____*

Director

December 28,
2005

The Right Honourable Brian Mulroney

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<p style="text-align: center;">*</p> <hr/> <p>Anthony Munk</p>	<p>Director</p>	<p>December 28, 2005</p>
<p style="text-align: center;">*</p> <hr/> <p>Joseph L. Rotman</p>	<p>Director</p>	<p>December 28, 2005</p>
<p style="text-align: center;">*</p> <hr/> <p>Steven J. Shapiro</p>	<p>Director</p>	<p>December 28, 2005</p>

* By: /s/ Sybil E. Veenman
Sybil E. Veenman
Attorney-in-Fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned, solely in the capacity of the duly authorized representative of Barrick Gold Corporation in the United States, has signed this Registration Statement in the City of Toronto, Province of Ontario, Canada on this 28th day of December, 2005.

BARRICK GOLDSTRIKE MINES INC.

By /s/ Sybil E. Veenman
Name: Sybil E. Veenman
Title: Secretary

Exhibit	Description
1.1	Offer and Circular, dated November 10, 2005*
1.2	Letter of Transmittal*
1.3	Notice of Guaranteed Delivery*
2.1	Annual Information Form of Barrick, dated March 30, 2005, for the year ended December 31, 2004 (incorporated by reference to Barrick's Form 40-F filed with the Commission on March 31, 2005)*
2.2	Management Information Circular of Barrick dated March 14, 2005 prepared in connection with the annual meeting of shareholders of Barrick held on April 28, 2005 (incorporated by reference to Exhibit 2 to Barrick's Form 6-K furnished to the Commission by Barrick on March 25, 2005)*
2.3	Comparative audited consolidated financial statements of Barrick and the notes thereto as at December 31, 2004 and 2003 and for each of the years in the three-year period ended December 31, 2004, together with the report of the auditors thereon (incorporated by reference to Exhibit 2 to Barrick's Form F-40 filed with the Commission on March 31, 2005) and management's discussion and analysis of financial results found at pages 25 through 73 of Barrick's 2004 Annual Report (incorporated by reference to Exhibit 2 to Barrick's Form 40-F filed with the Commission on March 31, 2005)*
2.4	Comparative unaudited consolidated financial statements of Barrick and the notes thereto as at September 30, 2005 and for the nine months ended September 30, 2005 and 2004, together with management's discussion and analysis of financial results (incorporated by reference to Exhibit 2 to Barrick's Form 6-K furnished to the Commission on October 31, 2005)*
3.1	Material change report dated January 28, 2005 relating to the decision by the Peruvian tax authority, SUNAT, not to appeal the Tax Court's decision in favour of Barrick regarding SUNAT's tax assessment of the Pierina Mine for the 1999 and 2000 fiscal years (incorporated by reference to Exhibit 1 to Barrick's Form 6-K furnished to the Commission on January 31, 2005)*
3.2	Material change report dated November 9, 2005 relating to the Barrick's intention to make the Offer (incorporated by reference to Exhibit 1 to Barrick's Form 6-K furnished to the Commission by Barrick on November 10, 2005)*
3.3	Material Document dated November 9, 2005, containing the Bid Support and Purchase Agreement, dated October 30, 2005, between Barrick Gold Corporation and Goldcorp Inc., relating to Barrick's Intention to make the Offer (incorporated by reference to Exhibit 2 to Barrick's Form 6-K furnished to the Commission on November 10, 2005)*
3.4	Agreement dated December 9, 2005, between Placer Dome Inc. and Barrick Gold Corporation, relating to waiver of Placer Dome Inc.'s Shareholder Rights Plan*

- 3.5** Material Change Report dated December 28, 2005 relating to Barrick Gold Corporation and Placer Dome Inc. reaching agreement on a friendly transaction (incorporated by reference to Exhibit 1 to Barrick's Form 6-K furnished to the Commission by Barrick on December 28, 2005)
- 3.6** Material Document dated December 28, 2005, containing the Support Agreement, dated December 22, 2005, between Barrick Gold Corporation and Placer Dome Inc. (incorporated by reference to Exhibit 2 to Barrick's Form 6-K furnished to the Commission on December 28, 2005)
- 7.1** Consent of Davies Ward Phillips & Vineberg LLP regarding Canadian Federal Income Tax*

- 7.2** Consent of Davies Ward Phillips & Vineberg LLP regarding United States Federal Income Tax*
- 7.3** Consent of Greenwoods & Freehills PTY Limited regarding Australian Federal Income Tax*
- 7.4** Consent of PricewaterhouseCoopers LLP*

* Previously filed