

GOLDCORP INC
Form SUPPL
June 05, 2014
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**Filed pursuant to General
Instruction I.L.L of Form F-10;
File No. 333-196337**

PROSPECTUS SUPPLEMENT

(To Prospectus dated June 3, 2014)

US\$1,000,000,000

Goldcorp Inc.

US\$550,000,000 3.625% Notes due 2021

US\$450,000,000 5.450% Notes due 2044

The 3.625% Notes due 2021 offered hereby (the 2021 Notes) will bear interest at a rate of 3.625% per year and will mature on June 9, 2021. The 5.450% Notes due 2044 offered hereby (the 2044 Notes) will bear interest at a rate of 5.450% per year and will mature on June 9, 2044. The 2021 Notes and the 2044 Notes are collectively referred to herein as the Notes . The Notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior obligations. We will pay interest on the Notes on June 9 and December 9 of each year, beginning December 9, 2014.

We have the right to redeem all or a portion of each of the 2021 Notes or the 2044 Notes at any time at the redemption prices and subject to the conditions described in this prospectus supplement under Description of Notes Optional Redemption , plus accrued and unpaid interest. We also have the right to redeem each of the 2021 Notes and the 2044 Notes, in whole but not in part, at 100% of the principal amount thereof, plus accrued and unpaid interest, in the event of certain changes in Canadian tax laws. We will be required to make an offer to repurchase the Notes of each series at a price equal to 101% of their principal amount plus accrued and unpaid interest to, but not including, the date of repurchase upon the occurrence of a Change of Control Repurchase Event (as defined herein). See Description of Notes Change of Control Repurchase Event .

We intend to use the net proceeds primarily for repayment of the US\$862.5 million of convertible notes maturing August 2014, to reduce the indebtedness outstanding under our US\$2.0 billion unsecured revolving credit facility with a maturity date of March 6, 2018 (the revolving credit facility) and for any one or more of capital expenditures, capital investment or working capital. Pending such use, the net proceeds may be invested in short-term marketable securities or cash term deposits with highly rated institutions. See Use of Proceeds .

We will not make an application to list the Notes on any securities exchange or to include them in any automated quotation system. Accordingly, there are no markets through which the Notes may be sold and purchasers may not be able to resell the Notes purchased hereunder. This may affect the pricing of the Notes in the secondary market, the transparency and availability of trading prices, the liquidity of the Notes, and the extent of issuer regulation. See **Risk Factors** .

Investing in the Notes involves risks. See **Risk Factors** on page S-6 of this prospectus supplement and on page 9 of the accompanying prospectus.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This prospectus supplement has been filed in the Province of British Columbia solely for the purpose of registering the Notes for sale in the United States under the multi-jurisdictional disclosure system adopted by the United States and Canada. The Notes are not being offered in and may not be sold to any persons resident in the Province of British Columbia.

	Per 2021		Per 2044	
	Note	Total	Note	Total
Public offering price ⁽¹⁾	99.871%	US\$ 549,290,500	99.517%	US\$ 447,826,500
Underwriting fee	0.625%	US\$ 3,437,500	0.875%	US\$ 3,937,500
Proceeds to us (before expenses) ⁽¹⁾	99.246%	US\$ 545,853,000	98.642%	US\$ 443,889,000

(1) Plus accrued interest from June 9, 2014 if settlement occurs after that date.

We are permitted, under a multi-jurisdictional disclosure system adopted by the United States and Canada, to prepare this prospectus supplement and the accompanying prospectus in accordance with Canadian disclosure requirements, which are different from United States disclosure requirements. We prepare our financial statements, which are incorporated by reference herein, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS), and they are subject to Canadian auditing and auditor independence standards. As a result, they may not be comparable to financial statements of United States companies.

Owning the Notes may subject you to tax consequences both in the United States and in Canada. This prospectus supplement and the accompanying prospectus may not describe these tax consequences fully. You should read the tax discussion under **Certain Income Tax Considerations** beginning on page S-23 of this prospectus supplement and you should consult with your own tax advisor with respect to your own particular circumstances.

Your ability to enforce civil liabilities under the United States federal securities laws may be affected adversely because we are incorporated in Canada, most of our officers and directors and some of the experts named in this prospectus supplement or the accompanying prospectus are not residents of the United States, and many of our assets and all or a substantial portion of the assets of such persons are located outside of the United States. See *Enforceability of Certain Civil Liabilities* in the accompanying prospectus.

The earnings coverage ratios for the year ended December 31, 2013 and the 12 month period ended March 31, 2014 are less than one-to-one. See **Earnings Coverage Ratios** in the accompanying prospectus and **Pro Forma Earnings Coverage Ratios** in this prospectus supplement.

The underwriters, as principals, conditionally offer the Notes, subject to prior sale, if, as and when issued by us and accepted by the underwriters in accordance with the conditions contained in the underwriting agreement referred to under Underwriting . In connection with the offering of the Notes, each of the underwriters may engage in over-allotment, stabilizing transactions and syndicate covering transactions. See Underwriting .

The effective yield of the 2021 Notes, if held to maturity, is 3.646% and the effective yield of the 2044 Notes, if held to maturity, is 5.483%.

Under applicable securities legislation, we may be considered to be a connected issuer of HSBC Securities (USA) Inc. (HSBC) and Morgan Stanley & Co. LLC (Morgan Stanley) each an underwriter in this offering, who are affiliates of parties who are lenders under our credit facilities. See Underwriting Other Relationships .

The Notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme, on or about June 9, 2014.

Joint Book-Running Managers

HSBC

MORGAN STANLEY

CIBC

**SCOTIABANK
Co-Managers**

RBC CAPITAL MARKETS

Credit Suisse

Mitsubishi UFJ Securities

RBS

SMBC Nikko

The date of this prospectus supplement is June 4, 2014

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the Notes and also adds to and updates certain information contained in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and/or the accompanying prospectus. The second part is the accompanying short form base shelf prospectus dated June 3, 2014, as may be amended or supplemented from time to time (the accompanying prospectus), which gives more general information, some of which may not apply to the Notes.

To the extent that the description of the Notes varies between this prospectus supplement and the accompanying prospectus, you should rely only on the information in this prospectus supplement.

We have not, and the underwriters have not, authorized any other person to provide you with information other than that contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus, or included in the registration statement of which this prospectus supplement and the accompanying prospectus form a part. We and the underwriters take no responsibility for, and can provide no assurances as to the reliability of, any other information. We are not, and the underwriters are not, making an offer to sell the Notes in any jurisdiction where the offer or sale is not permitted by law. You should assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

In this prospectus supplement, unless otherwise specified or the context otherwise requires, all references to Canadian dollars and C\$ are to Canadian dollars and all references to U.S. dollars and US\$ are to United States dollars. Unless otherwise stated, the financial statements and other financial information as of, and for the years ended, December 31, 2013 and December 31, 2012 included or incorporated by reference in this prospectus supplement are in United States dollars and have been prepared in accordance with IFRS, which have been adopted as Canadian generally accepted accounting principles (Canadian GAAP). Canadian GAAP differs in some material respects from U.S. generally accepted accounting principles, and so this financial information may not be comparable to the financial information of U.S. companies.

Except on the cover page, and in the Prospectus Supplement Summary The Offering and Description of Notes sections, and unless the context otherwise requires, all references in this prospectus supplement to we, us and our refer to Goldcorp Inc. and its subsidiaries and all references in this prospectus supplement to Goldcorp refer to Goldcorp Inc.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the U.S. Securities and Exchange Commission (the SEC) a registration statement on Form F-10 under the U.S. Securities Act of 1933, as amended (the Securities Act), relating to the offering of our debt securities, including the Notes, of which the accompanying prospectus and this prospectus supplement form a part (the

Registration Statement). This prospectus supplement and the accompanying prospectus do not contain all of the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. Reference is made to such Registration Statement and the exhibits thereto for further information with respect to us and the Notes.

We file with the British Columbia Securities Commission (the BCSC), the securities regulatory authority in the Province of British Columbia, Canada, and with the various securities commissions or similar authorities in each of

the provinces and territories of Canada, annual and quarterly reports, material change reports and other information. We are also an SEC registrant subject to the reporting requirements of the U.S. *Securities Exchange Act of 1934*, as amended (the Exchange Act), and, accordingly, file with, or furnish to, the SEC certain reports

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and other information. Under the multi-jurisdictional disclosure system adopted by the United States and Canada, these reports and other information (including financial information) may be prepared in accordance with the disclosure requirements of Canada, which differ from those in the United States. You may read and copy any document we file with or furnish to the SEC at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of the same documents from the public reference room by paying a fee. Please call the SEC at 1-800-SEC-0330 or contact them at www.sec.gov for further information on the public reference room and copying charges.

DOCUMENTS INCORPORATED BY REFERENCE

Under the multi-jurisdictional disclosure system adopted by the United States and Canada, the SEC and the BCSC allow us to incorporate by reference certain information that we file with them, which means that we can disclose important information to you by referring you to those documents. Information that is incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. This prospectus supplement is deemed to be incorporated by reference into the accompanying prospectus solely for the purpose of the Notes offered hereunder.

The following documents, filed by us with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference in and form an integral part of this prospectus supplement and the accompanying prospectus:

- (a) our Annual Information Form dated March 31, 2014 for the year ended December 31, 2013 (the "AIF");
- (b) our Audited Consolidated Financial Statements, which comprise the consolidated balance sheets as at December 31, 2013 and December 31, 2012, and the consolidated statements of earnings, comprehensive income, cash flows, and changes in equity for the years ended December 31, 2013 and December 31, 2012, and the Report of the Independent Registered Public Accounting Firm thereon and the related notes to the consolidated financial statements thereto;
- (c) our Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended December 31, 2013;
- (d) our Unaudited Condensed Interim Consolidated Financial Statements, which comprise the condensed interim consolidated balance sheet as at March 31, 2014, and the condensed interim consolidated statements of earnings, comprehensive income, cash flows, and changes in equity for the three months ended March 31, 2014 and March 31, 2013;
- (e) our Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2014;
- (f)

our Management Information Circular dated March 18, 2014 for our annual and special meeting of shareholders held on May 1, 2014; and

- (g) the term sheet dated June 4, 2014 relating to the Notes (the Marketing Materials) filed on System for Electronic Document Analysis and Retrieval (SEDAR).

Any document of the type referred to in the preceding paragraph (excluding confidential material change reports), the content of any news release publicly disclosing financial information for a period more recent than the period for which financial statements are required to be incorporated herein, and certain other documents as set forth in Item 11.1 of Form 44-101F1 of National Instrument 44-101 *Short Form Prospectus Distributions* filed by us with a securities commission or similar authority in Canada after the date of the accompanying prospectus and prior to the termination of the distribution of Notes offered by this prospectus supplement and the accompanying prospectus will be deemed to be incorporated by reference into this prospectus supplement and the

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accompanying prospectus. These documents are available through the internet on SEDAR which can be accessed at www.sedar.com. In addition, to the extent that any document or information incorporated by reference in this prospectus supplement and the accompanying prospectus is included in a report that is filed or furnished to the SEC on Form 40-F, 20-F or 6-K (or any respective successor form), such document or information shall also be deemed to be incorporated by reference as an exhibit to the registration statement on Form F-10 of which this prospectus supplement and the accompanying prospectus form a part. In addition, if and to the extent indicated therein, we may incorporate by reference in this prospectus supplement and the accompanying prospectus documents that we file with or furnish to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act.

Copies of the documents incorporated herein by reference may be obtained on request without charge from Anna M. Tudela, Vice President, Regulatory Affairs and Corporate Secretary of Goldcorp, at Suite 3400, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8 (telephone: 604-696-3000).

Any statement contained in this prospectus supplement, the accompanying prospectus or in a document incorporated or deemed to be incorporated by reference herein or therein will be deemed to be modified or superseded for the purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in this prospectus supplement, the accompanying prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

MARKETING MATERIALS

The Marketing Materials are not part of this prospectus supplement to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this prospectus supplement. Any template version of marketing materials (each as defined in National Instrument 41-101 *General Prospectus Requirements*) filed after the date of this prospectus supplement and before the termination of the distribution under the offering of the Notes (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated into this prospectus supplement.

Before the filing of the final prospectus supplement, Goldcorp and the underwriters made available an electronic road show on June 4, 2014, through which marketing materials were provided to certain potential investors. Potential investors that indicated they were resident in the Province of British Columbia were not permitted to access the road show.

Goldcorp and the underwriters relied on a provision in applicable securities legislation that allows issuers in certain U.S. cross-border offerings to not have to file marketing materials relating to the road show on SEDAR or include or incorporate those marketing materials in the final prospectus supplement. Goldcorp and the underwriters can only do that if Goldcorp gives a contractual right to investors in the event the marketing materials contain a misrepresentation.

Pursuant to that provision, Goldcorp has agreed that in the event the marketing materials relating to those road shows contain a misrepresentation (as defined in securities legislation in the Province of British Columbia), a purchaser resident in the Province of British Columbia who was provided with those marketing materials in connection with the

road show and who purchases the securities offered by the final prospectus supplement during the period of distribution shall have, without regard to whether the purchaser relied on the

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misrepresentation, rights against Goldcorp with respect to the misrepresentation which are equivalent to the rights under the securities legislation of the Province of British Columbia, subject to the defences, limitations and other terms of that legislation, as if the misrepresentation was contained in the final prospectus supplement.

Moreover, this contractual right does not apply to the extent that the contents of the marketing materials relating to the road show has been modified or superseded by a statement in this prospectus supplement.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus, and certain documents incorporated by reference in this prospectus supplement and the accompanying prospectus, contain forward-looking statements and information within the meaning of the *United States Private Securities Litigation Reform Act of 1995* and applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold, silver, copper, lead and zinc, the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, hedging practices, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, timing and possible outcome of pending litigation, title disputes or claims and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as plans, expects, is expected, budget, scheduled estimates, forecasts, intends, anticipates, or believes, or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results may, could, would, might or will be taken, occur or achieved or the negative connotation thereof.

Forward-looking statements are made based upon certain assumptions and other important factors that could cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which we will operate in the future, including the price of gold, anticipated costs and ability to achieve goals. Certain important factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, gold price volatility, discrepancies between actual and estimated production, mineral reserves and mineral resources and metallurgical recoveries, mining operational and development risks, litigation risks, regulatory restrictions (including environmental regulatory restrictions and liability), activities by governmental authorities (including changes in taxation), currency fluctuations, the speculative nature of gold exploration, the global economic climate, dilution, share price volatility, competition, loss of key employees, additional funding requirements and defective title to mineral claims or property. Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the integration of acquisitions; risks related to international operations, including economic and political instability in foreign jurisdictions in which we operate; risks related to current global financial conditions; risks related to joint venture operations; actual results of current exploration activities; environmental risks; future prices of gold, silver, copper, lead and zinc; possible variations in ore reserves, grade or recovery rates; mine development and operating risks; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; risks related to indebtedness and the service

of such indebtedness, as well as those factors discussed in the section entitled

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Risk Factors in this prospectus supplement and the accompanying prospectus. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein are made as of the date of this prospectus supplement or as of the date specified in the accompanying prospectus and the documents incorporated by reference herein, as the case may be, and, accordingly, are subject to change after such date. Except as otherwise indicated by Goldcorp, these statements do not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date hereof. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of Goldcorp's operating environment. We do not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

**CAUTIONARY NOTE TO U.S. INVESTORS CONCERNING ESTIMATES OF
MEASURED, INDICATED AND INFERRED MINERAL RESOURCES**

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101) and the Canadian Institute of Mining, Metallurgy and Petroleum (the CIM) *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended. These definitions differ from the definitions in SEC Industry Guide 7 (SEC Industry Guide 7) under the Securities Act. Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein containing descriptions of our mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

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The following table sets forth (i) the rates of exchange for the Canadian dollar, expressed in U.S. dollars in effect at the end of each of the periods indicated; (ii) the average of the exchange rates in effect during each period; and (iii) the high and low exchange rates during each period, in each case, as identified or calculated from the Bank of Canada noon rate in effect on each trading day during the relevant period. These rates are set forth as U.S. dollars per C\$1.00.

	Year ended December 31,			
	2013	2012	2011	2010
High for period	US\$ 1.0164	US\$ 1.0299	US\$ 1.0583	US\$ 1.0054
Low for period	0.9348	0.9599	0.9430	0.9278
Average for period	0.9710	1.0004	1.0111	0.9709
Rate at end of period	0.9402	1.0051	0.9833	1.0054

	Three Months Ended March 31,	
	2014	2013
High for period	US\$ 0.9422	US\$ 1.0164
Low for period	0.8888	0.9696
Average for period	0.9064	0.9917
Rate at end of period	0.9047	0.9846

On June 4, 2014, the noon exchange rate was US\$0.9143 equals C\$1.00.

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SUMMARY

This summary highlights selected information from this prospectus supplement and the accompanying prospectus, and the documents incorporated by reference herein and therein, but does not contain all information you should consider before deciding whether or not to invest in the Notes. This prospectus supplement and the accompanying prospectus, and the documents incorporated by reference herein and therein, include specific terms of this offering, information about our business and financial data. You should read this prospectus supplement and the accompanying prospectus and all documents incorporated by reference herein and therein in their entirety before making an investment decision. The following summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein.

About Goldcorp Inc.

We are a leading global gold producer engaged in the acquisition, exploration, development and operation of gold properties in Canada, the United States, Mexico and Central and South America. We are one of the lowest cost and fastest growing multi-million ounce senior gold producers in the world.

The principal products and sources of cash flow for us are derived from the sale of gold and the byproduct silver, copper, lead and zinc produced. Our mineral properties, in which we or our subsidiaries hold a direct interest, by jurisdiction are as follows:

Canada and the United States

a 100% interest in the Red Lake gold mines (the Red Lake Gold Mines) in Canada, a 72% interest held by Goldcorp and a 28% interest held by Goldcorp Canada Ltd., a wholly-owned subsidiary of Goldcorp (the Red Lake Gold Mines are considered to be a material mineral property to Goldcorp), including a 100% interest in the nearby Cochenour complex in Canada;

a 100% interest in the Éléonore gold project (the Éléonore Project) in Canada (the Éléonore Project is considered to be a material mineral property to Goldcorp);

a 100% interest in the Porcupine gold mines in Canada, a 49% interest held by Goldcorp and a 51% interest held by Goldcorp Canada Ltd.;

a 100% interest in the Musselwhite gold mine in Canada, a 32% interest held by Goldcorp and a 68% interest held by Goldcorp Canada Ltd.;

a 100% interest in the Wharf gold mine in the United States; and

a 40% interest in the Dee/South Arturo gold exploration project in the United States.

Mexico

a 100% interest in the Peñasquito gold-silver-lead-zinc mine (the Peñasquito Mine) in Mexico (the Peñasquito Mine is considered to be a material mineral property to Goldcorp);

a 100% interest in the Los Filos gold-silver mine (the Los Filos Mine) in Mexico (the Los Filos Mine is considered to be a material mineral property to Goldcorp);

a 100% interest in the El Sauzal gold mine in Mexico;

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a 100% interest in the Noche Buena gold-silver project in Mexico; and

a 100% interest in the Camino Rojo gold-silver project in Mexico.

Central and South America

a 40% interest in the Pueblo Viejo gold-silver-copper mine (the Pueblo Viejo Mine) in the Dominican Republic (the Pueblo Viejo Mine is considered to be a material mineral property to Goldcorp);

a 100% interest in the Cerro Negro gold-silver project (the Cerro Negro Project) in Argentina (the Cerro Negro Project is considered to be a material mineral property to Goldcorp);

a 100% interest in the Marlin gold-silver mine in Guatemala;

a 70% interest in the El Morro gold-copper project in Chile;

a 37 ½% interest in the Bajo de la Alumbrera gold-copper mine (the Alumbrera Mine) in Argentina; and

a 100% interest in the Cerro Blanco gold-silver project in Guatemala.

Our principal product is gold doré with the refined gold bullion sold primarily in the London spot market. As a result, we will not be dependent on a particular purchaser with regard to the sale of the gold doré. In addition to gold, we also produce silver, copper, lead and zinc primarily from concentrate produced at the Peñasquito Mine and the Alumbrera Mine which is sold to third party refineries.

Corporate Information

Our principal executive office is located at Suite 3400, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8. Our web site address is www.goldcorp.com. Information contained in, or linked to, our web site does not constitute part of this prospectus supplement or the accompanying prospectus.

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The following summary contains basic information about the terms of the offering and is not intended to be complete. For a complete understanding of the terms of the Notes, please refer to the discussion under Description of Notes beginning on page S-12 of this prospectus supplement and Description of Debt Securities beginning on page 26 of the accompanying prospectus. Unless otherwise required by the context, we use the term Notes to refer collectively to the 2021 Notes and the 2044 Notes. References to we, us and our in this section titled Summary of the Offering refer to Goldcorp Inc. and not to any of its subsidiaries.

Issuer	Goldcorp Inc. (Goldcorp).
Amount of Notes Offered	US\$550,000,000 aggregate principal amount of 3.625% Notes due 2021 (the 2021 Notes). US\$450,000,000 aggregate principal amount of 5.450% Notes due 2044 (the 2044 Notes).
Maturity Dates	June 9, 2021 for the 2021 Notes. June 9, 2044 for the 2044 Notes.
Interest Payment Dates	For each of the 2021 Notes and the 2044 Notes, June 9 and December 9, beginning on December 9, 2014. Interest will be payable to noteholders of record as of the immediately preceding May 25 and November 25.
Ranking	The Notes will be our unsecured obligations and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The Notes will be effectively subordinated to all indebtedness and other liabilities of our subsidiaries, and will be subordinated to any secured indebtedness and other secured liabilities of ours to the extent of the assets securing such indebtedness and other liabilities. See Description of Notes Ranking . At March 31, 2014, the aggregate amount of the indebtedness, consolidated trade payables and accrued liabilities of our subsidiaries taken together with their proportionate share of our joint venture liabilities was approximately US\$4,466 million, and we had no secured indebtedness outstanding.

Optional Redemption

Prior to April 9, 2021 (the date that is two months prior to the maturity date of the 2021 Notes), we may redeem the 2021 Notes, in whole or in part, at any time, at the make whole redemption price described in this prospectus supplement. On or after April 9, 2021 (the date that is two months prior to the maturity date of the 2021 Notes), we may redeem the 2021 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2021 Notes to be redeemed, plus accrued interest thereon to, but not including, the date of redemption.

Prior to December 9, 2043 (the date that is six months prior to the maturity date of the 2044 Notes), we may redeem the 2044 Notes, in whole or in part, at any time, at the make whole redemption price

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described in this prospectus supplement. On or after December 9, 2043 (the date that is six months prior to the maturity date of the 2044 Notes), we may redeem the 2044 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2044 Notes to be redeemed, plus accrued interest thereon to, but not including, the date of redemption.

See Description of Notes Optional Redemption in this prospectus supplement.

Change of Control

We will be required to make an offer to repurchase the Notes of each series at a price equal to 101% of the aggregate principal amount repurchased plus accrued and unpaid interest to, but not including, the date of repurchase upon the occurrence of a Change of Control Repurchase Event (as defined herein), as described under Description of Notes Change of Control Repurchase Event in this prospectus supplement.

Additional Amounts

Any payments made by us with respect to the Notes will be made free and clear of, and without withholding or deduction for or on account of, Taxes (as defined in the accompanying prospectus) imposed or levied by, or on behalf of a Relevant Taxing Jurisdiction (as defined in the accompanying prospectus) unless we are required to withhold or deduct Taxes by law or by the interpretation or administration thereof by the Relevant Taxing Jurisdiction. If any amount for or on account of such Taxes is required by any Relevant Taxing Jurisdiction to be withheld or deducted from any payment made under or with respect to the Notes, we will, subject to certain exceptions, pay to each holder of the Notes, as additional interest, such Additional Amounts (as defined in the accompanying prospectus) as may be necessary so that the net amount received by each such holder after such withholding or deduction (and after deducting any Taxes on such Additional Amounts) will not be less than the amount such holder would have received if such Taxes had not been required to be withheld or deducted. See Description of Debt Securities Payment of Additional Amounts in the accompanying prospectus.

Tax Redemption

We may redeem the Notes of each series, in whole but not in part, upon notice in the event of certain changes in the tax laws (or any regulations or rulings promulgated thereunder) of a Relevant Taxing Jurisdiction, or the interpretation or administration thereof, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest to, but not including, the date fixed for redemption. See Description of Debt Securities Tax Redemption in the accompanying

prospectus.

Sinking Fund

None.

Use of Proceeds

The net proceeds to us from this offering will be approximately US\$987.7 million, after deducting the underwriting fees and our estimated offering expenses.

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We intend to use the net proceeds primarily for repayment of the US\$862.5 million of convertible notes maturing August 2014, to reduce the indebtedness under the revolving credit facility and for any one or more of capital expenditures, capital investment or working capital. Pending such use, the net proceeds may be invested in short-term marketable securities or cash term deposits with highly rated institutions. See Use of Proceeds .

Certain Covenants

The indenture pursuant to which the Notes will be issued will contain certain covenants that, among other things:

limit the ability of Goldcorp and its restricted subsidiaries to create liens; and

restrict our ability to amalgamate or merge with a third party or transfer all or substantially all of our assets.

See Description of Debt Securities Certain Covenants in the accompanying prospectus. These covenants are subject to important exceptions and qualifications which are described under the caption Description of Debt Securities Certain Covenants in the accompanying prospectus.

Form and Denominations

Initially, the Notes of each series will be represented by one or more registered global securities registered in the name of a nominee of The Depository Trust Company. Beneficial interests in the registered global security will be in denominations of US\$2,000 and in integral multiples of US\$1,000 in excess thereof. Except as described under the heading Description of Notes Global Securities and Book-Entry System in this prospectus supplement, Notes in definitive form will not be issued.

Governing Law

The indenture (as defined herein) and the Notes will be governed by the laws of the State of New York.

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RISK FACTORS

*Prospective purchasers of the Notes should consider carefully the risk factors set forth below, and the section entitled **Risk Factors** in the accompanying prospectus, as well as the other information contained in and incorporated by reference in this prospectus supplement and the accompanying prospectus, including subsequently filed documents incorporated by reference herein or therein. In addition, please read **Cautionary Note Regarding Forward-Looking Statements** in this prospectus supplement, where we describe additional uncertainties associated with our business and the forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus.*

*Prospective purchasers of the Notes should also read the discussion provided in the accompanying prospectus under the heading **Risk Factors** regarding certain risks and uncertainties which may affect us or our business.*

Our corporate structure may impact the ability of the holders of Notes to receive payment on the Notes.

We are a holding company with no material operating assets. Our consolidated operating income is derived from our subsidiaries and partnerships. As a result, our ability to repay our indebtedness, including the Notes, is dependent on the generation of cash flow by our subsidiaries and partnerships and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Our subsidiaries do not have any obligation to pay amounts due on the Notes or to make funds available for that purpose. In addition, our subsidiaries and partnerships may not be able to, or be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including each series of Notes. Each of our subsidiaries and partnerships is a distinct legal entity and, under certain circumstances, legal and contractual restrictions, as well as the financial condition and operating requirements of our subsidiaries and partnerships, may limit our ability to obtain cash from our subsidiaries and partnerships. Our right to participate in any distribution of our subsidiaries' and partnerships' assets upon their liquidation, reorganization or insolvency would generally be subject to the prior claims of the subsidiaries' and partnerships' creditors, including any trade creditors and preferred shareholders.

The Notes will be effectively subordinated to all of our future secured debt and structurally subordinated to the liabilities of our subsidiaries.

The Notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior obligations. The Notes will be effectively subordinated to claims of our secured creditors as well as to the liabilities of our subsidiaries. If we incur any secured debt, our assets and the assets of our subsidiaries will be subject to prior claims by our secured creditors. Additionally, holders of the Notes will not have any claim as a creditor against our subsidiaries. As a result, all of our future secured indebtedness and all indebtedness and other liabilities, including trade payables, of our subsidiaries, whether secured or unsecured, must be satisfied before any of our assets or the assets of our subsidiaries would be available for distribution, upon a liquidation or otherwise, to us in order for us to meet our obligations with respect to the Notes.

As of March 31, 2014, we had no secured indebtedness outstanding and the aggregate amount of indebtedness, consolidated trade payables and accrued liabilities of our subsidiaries taken together with their proportionate share of our joint venture liabilities was approximately US\$4,466 million.

The indenture governing the Notes will not restrict our ability to incur additional debt, repurchase our securities or to take other actions that could negatively affect holders of the Notes.

We will not be restricted under the terms of the indenture governing the Notes from incurring additional indebtedness, including secured indebtedness, or repurchasing our securities. In addition, the limited covenants applicable to the Notes do not require us to achieve or maintain any minimum financial results relating to our financial position or results of operations. Our ability to recapitalize, incur additional indebtedness and take a

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number of other actions that will not be limited by the terms of the indenture governing the Notes could have the effect of diminishing our ability to make payments on the Notes when due.

We may be unable to repay the Notes when due or repurchase the Notes when we are required to do so.

At final maturity of the Notes of a series or in the event of acceleration of the Notes of a series following an event of default, the entire outstanding principal amount of the Notes of such series will become due and payable. If we were unable to make the required payments or repurchases of the Notes, it would constitute an event of default under the Notes offered hereby and, as a result, under our credit facilities and certain other outstanding indebtedness. It is possible that we will not have sufficient funds at maturity or upon acceleration to make the required payments or repurchases of the Notes and other debt securities.

We may not be able to finance a change of control repurchase required by the Notes.

We will be required to make an offer to repurchase the Notes of each series at a price equal to 101% of their principal amount plus accrued and unpaid interest to, but not including, the date of repurchase upon the occurrence of a Change of Control Repurchase Event. Failure to purchase, or to make an offer to repurchase, the Notes would constitute a default under the indenture, which would also be a default under certain instruments governing our existing indebtedness. See Description of Notes Change of Control Repurchase Event .

If a Change of Control Repurchase Event occurs, it is possible that we may not have sufficient funds available at the time of the Change of Control Repurchase Event to make the required repurchase of Notes or to satisfy all obligations under our other debt instruments. We are subject to similar repurchase or repayment obligations under the instruments governing our existing indebtedness. In order to satisfy our obligations, we could seek to refinance our indebtedness or obtain a waiver from our other lenders or from the holders of the Notes. There can be no assurance that we would be able to obtain a waiver or refinance our indebtedness on terms acceptable to us, if at all.

A financial failure by any entity in which we have an interest may hinder the payment of the Notes.

A financial failure by any entity in which we have an interest could affect payment of the Notes if a bankruptcy court were to substantively consolidate that entity with our subsidiaries and/or with us. If a bankruptcy court substantively consolidated an entity in which we have an interest with our subsidiaries and/or with us, the assets of each entity so consolidated would be subject to the claims of creditors of all entities so consolidated. This could expose our creditors, including holders of the Notes, to potential dilution of the amount ultimately recoverable because of the larger creditor base.

We cannot assure you that a public market for the Notes will develop.

The underwriters are not obligated to make a market in the Notes and any underwriter may discontinue its market-making activities at any time without notice. We do not intend to apply for a listing of the Notes of any series on any securities exchange or automated interdealer quotation system. The Notes will each be a new class of securities for which there is no established public trading market. No assurance can be given to holders of the Notes as to:

the liquidity of any such market that may develop;

the ability of holders of the Notes to sell their Notes; or

the price at which the holders of the Notes would be able to sell their Notes.

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If such a market were to exist, each series of Notes could trade at prices that may be higher or lower than their principal amount or purchase price, depending on many factors, including:

the time remaining to the maturity of the Notes of such series;

the outstanding amount of the Notes of such series;

the prevailing interest rates and the markets for similar securities;

the then-current ratings assigned to the Notes of such series;

the interest of securities dealers in making a market;

the market price of our common shares;

general economic conditions; and

our financial condition, historic financial performance and future prospects.

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USE OF PROCEEDS

The net proceeds to us from this offering will be approximately US\$987.7 million, after deducting the underwriting fees and our estimated offering expenses. We intend to use the net proceeds primarily for repayment of the 2.00% convertible senior notes due 2014 (the convertible notes) with an aggregate principal amount of US\$862.5 million, to reduce the indebtedness outstanding under the revolving credit facility, and for any one or more of capital expenditures, capital investment or working capital. Pending such use, the net proceeds may be invested in short-term marketable securities or cash term deposits with highly rated institutions.

Assuming repayment of the US\$862.5 million of convertible notes maturing August 2014, we expect that the remainder of the proceeds to us from this offering will be used to reduce the indebtedness outstanding under the revolving credit facility. As of the date of this prospectus supplement, an aggregate of US\$225 million was drawn and is outstanding under the revolving credit facility. The US\$225 million drawn under the revolving credit facility was used to assist in financing the construction of the Cerro Negro Project and the Éléonore Project.

Table of Contents**CONSOLIDATED CAPITALIZATION**

The following table sets forth a summary of our consolidated capitalization as at March 31, 2014 on an actual basis and on an as adjusted to give effect to the issuance of the Notes offered hereby and the application of the net proceeds therefrom. The table is based on our unaudited condensed interim consolidated financial statements, which have been prepared in accordance with IFRS. The table should be read in conjunction with *Use of Proceeds* and our unaudited condensed interim consolidated financial statements and other information included in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. Since March 31, 2014, there has been no material change in our share and loan capital, other than subsequent to March 31, 2014 (i) we repaid US\$600 million in April 2014 of the US\$600 million that was drawn down at March 31, 2014 under the revolving credit facility; (ii) US\$250 million was drawn down in April 2014 under the revolving credit facility and subsequently repaid in May 2014; and (iii) US\$225 million was drawn down in May 2014 under the revolving credit facility. As of the date of this prospectus supplement, an aggregate of US\$225 million remains drawn under the revolving credit facility.

	As at March 31, 2014	
	Actual	As Adjusted
	<i>(in millions of U.S. dollars)</i>	
Cash and cash equivalents ⁽¹⁾	US\$ 1,001	US\$ 1,614

Debt