

GOLDCORP INC
Form SC 14D9/A
February 04, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9

(Amendment No. 5)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

Goldcorp Inc.

(Name of Subject Company)

Goldcorp Inc.

(Name of Persons Filing Statement)

Common Stock

(Title of Class of Securities)

38095640

(CUSIP Number of Class of Securities)

R. Gregory Laing

Goldcorp Inc.

145 King Street West, Suite 2700

Toronto, Ontario M5H 1J8, Canada

(416) 865-0326

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

**Copies
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9, as amended by Amendment No. 1 filed on January 26, 2005, Amendment No. 2 filed on January 28, 2005, Amendment No. 3 filed on February 1, 2005 and Amendment No. 4 filed on February 3, 2005 (as amended, the Statement), initially filed by Goldcorp Inc. (Goldcorp or the Company) with the Securities and Exchange Commission on January 21, 2005 relating to the exchange offer (the Offer) made by Glamis Gold Ltd. (Glamis or the Offeror) to exchange all of the issued and outstanding common shares of Goldcorp on the basis of 0.89 common shares of Glamis for each Goldcorp common share. In connection with the Offer, the Company s board of directors prepared a directors circular (the Directors Circular) pursuant to applicable securities laws in Canada. The Directors Circular was filed as exhibit (a)(2)(A) to the initial Schedule 14D-9. Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Directors Circular.

Item 9. EXHIBITS

Item 9 is hereby amended and supplemented to include the following exhibits:

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.

GOLDCORP INC.

By: /s/ R. Gregory Laing
R. Gregory Laing
Vice President, Legal

Date: February 4, 2005

EXHIBIT INDEX

Exhibit	Description
(a)(2)(A)	Directors Circular, dated January 20, 2005*
(a)(2)(B)	Press release of Goldcorp Inc.*
(a)(2)(C)	Letter by Goldcorp Inc. to Goldcorp shareholders, dated January 25, 2005*
(a)(2)(D)	Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative*
(a)(2)(E)	Advertisements concerning the Offer placed by Goldcorp Inc. on certain internet websites*
(a)(2)(F)	Press release of Goldcorp Inc.*
(a)(2)(G)	Additions to Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative*
(a)(2)(H)	Transcript of conference call held on January 27, 2005 to discuss the Offer and Goldcorp's offer to purchase all of the outstanding common shares of Wheaton River Minerals Ltd.*
(a)(2)(I)	Letter and brochure by Goldcorp Inc. to Goldcorp shareholders, dated January 31, 2005*
(a)(2)(J)	Addition to Powerpoint Slide Presentation of Goldcorp, Inc. entitled Goldcorp + Wheaton the Superior Alternative, dated January 25, 2005*
(a)(2)(K)	Transcript of interview originally aired on CNBC program, Squawk Box, on February 1, 2005*
(a)(2)(L)	Form of Newspaper Advertisement published in the February 3, 2005 editions of the Wall Street Journal, Globe and Mail, Montreal Gazette and Investor's Business Daily*
(a)(2)(M)	Transcript of radio advertisement of Goldcorp Inc. (filed herewith)
(a)(2)(N)	Press release of Goldcorp Inc. (incorporated by reference to Goldcorp's Amendment No. 8 to Schedule TO, filed February 4, 2005)
(e)(1)	Notice of Special Meeting of Shareholders and Management Information Circular of Goldcorp, dated January 4, 2005*

Exhibit	Description
(g)(1)	Investor script used by Kingsdale Shareholder Services Inc. for Goldcorp shareholder calls*

* Previously filed.