

CUMBERLAND RESOURCES LTD
Form SC 13D
April 30, 2004

SEC 1746 (11-03) POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED
HEREIN SHOULD
RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)*

CUMBERLAND RESOURCES LTD.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

23077R

(CUSIP Number)

KEITH L. POPE
PARR, WADDOUPS, BROWN, GEE & LOVELESS
185 SOUTH STATE STREET, SUITE 1300
SALT LAKE CITY, UT 84111
(801) 532-7840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Reports)

APRIL 22, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition of the issuer's securities, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) OR 240.13d-1(g), the filing person should check the appropriate box(es) on this schedule.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule. Schedules filed electronically shall include a signed original and five copies of the schedule for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this schedule.

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

subject class of securities, and for any subsequent amendment containing information which would prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section or all other provisions of the Act (however, see the Notes).

Page 1 of 8

CUSIP No. 23077R

1 Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

KINROSS GOLD CORPORATION; EIN 650430083

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) _____

(b) _____

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) X

6 Citizenship or Place of Organization

PROVINCE OF ONTARIO

| | | |
|--|-------|------------------------|
| | 7 | Sole Voting Power |
| | | 4,787,300 |
| Number of Shares Beneficially Owned by Each Reporting Person With | ----- | |
| | 8 | Shared Voting Power |
| | | -0- |
| | ----- | |
| | 9 | Sole Dispositive Power |
| | | 4,787,300 |
| | | ----- |

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

10 Shared Dispositive Power

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

4,787,300

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13 Percent of Class Represented by Amount in Row (11)

8.8%

14 Type of Reporting Person (See Instructions)

CO

Page 2 of 8

Item 1. Security and Issuer

(a) Title of Class of Equity Securities:

COMMON STOCK (THE "COMMON STOCK")

(b) Name of Issuer:

CUMBERLAND RESOURCES LTD. ("CUMBERLAND")

(c) Address of Issuer's Principal Executive Office:

BOX 72 ONE BENTALL CENTRE
950-505 BURRARD ST.
VANCOUVER, BRITISH COLUMBIA
CANADA V7X 1M4

Item 2. Identity and Background

(a) Name:

KINROSS GOLD CORPORATION ("KINROSS")

(b) Business or Residence address:

SUITE 5200, 40 KING STREET WEST, TORONTO, ONTARIO M5H 3Y2

(c) Present principal occupation or employment and the name,
principal business and address of any corporation or other
organization in which such employment is conducted:

KINROSS IS ENGAGED IN THE BUSINESS OF MINING AND PROCESSING OF

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

GOLD AND SILVER ORE AND THE EXPLORATION FOR AND ACQUISITION AND DEVELOPMENT OF GOLD BEARING PROPERTIES.

- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case:

DURING THE LAST FIVE YEARS, NEITHER KINROSS NOR ITS EXECUTIVE OFFICERS OR DIRECTORS HAS BEEN CONVICTED IN A CRIMINAL PROCEEDING (EXCLUDING TRAFFIC VIOLATIONS OR SIMILAR MISDEMEANORS).

- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order:

EXCEPT AS SET FORTH BELOW, DURING THE LAST FIVE YEARS, NEITHER KINROSS NOR ITS EXECUTIVE OFFICERS OR DIRECTORS HAS BEEN A PARTY TO A CIVIL PROCEEDING OF A JUDICIAL OR ADMINISTRATIVE BODY OF COMPETENT JURISDICTION, THE RESULT OF WHICH HAS MADE IT ONCE OR NOW SUBJECT TO A JUDGMENT, DECREE OR FINAL ORDER ENJOINING FUTURE VIOLATIONS OF, OR PROHIBITING OR MANDATING ACTIVITIES SUBJECT TO, FEDERAL OR STATE SECURITIES LAWS OR FINDING ANY VIOLATION WITH RESPECT TO SUCH LAWS.

Page 3 of 8

MR. JOHN IVANY, THE EXECUTIVE VICE PRESIDENT OF KINROSS WAS THE SUBJECT OF ENFORCEMENT PROCEEDINGS BY THE ALBERTA SECURITIES COMMISSION IN RE CARTAWAY RESOURCES CORP. IN ITS ORDER DATED FEBRUARY 22, 2001, THE ALBERTA SECURITIES COMMISSION FOUND THAT MR. IVANY, AS CHIEF EXECUTIVE OFFICER OF CARTAWAY RESOURCES CORP., HAD ALLOWED THE ISSUANCE OF A PRESS RELEASE WHICH CONTAINED A MATERIAL FACTUAL ERROR IN VIOLATION OF THE SECURITIES LAWS OF THE PROVINCE OF ALBERTA. AS A RESULT, MR. IVANY WAS PROHIBITED FROM ACTING AS A DIRECTOR OR OFFICER OF ANY JUNIOR ISSUER FOR A PERIOD OF FIVE YEARS AND ORDERED TO PAY COSTS IN THE AMOUNT OF CDN. \$20,000. THE ALBERTA SECURITIES COMMISSION DEFINED A "JUNIOR ISSUER" AS AN ISSUER THAT HAS (I) CONSOLIDATED TOTAL ASSETS OF LESS THAN CDN. \$10,000,000 AS SHOWN IN THE MOST RECENT BALANCE SHEET OF THE ISSUER, (II) CONSOLIDATED REVENUE OF LESS THAN CDN. \$10,000,000 AS SHOWN IN THE MOST RECENT ANNUAL INCOME STATEMENT OF THE ISSUER, OR (III) SHAREHOLDERS' EQUITY OF LESS THAN CDN. \$10,000,000 AS SHOWN IN THE MOST RECENT BALANCE SHEET OF THE ISSUER. KINROSS IS NOT A JUNIOR ISSUER UNDER THESE GUIDELINES.

- (f) Citizenship:

KINROSS IS AN ONTARIO CORPORATION.

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

THE INFORMATION REQUIRED BY ITEM C OF THE GENERAL INSTRUCTIONS RELATING TO THE EXECUTIVE OFFICERS AND DIRECTORS OF KINROSS IS SET FORTH ON APPENDIX A HERETO, WHICH IS INCORPORATED HEREIN BY THIS REFERENCE.

Item 3. Source and Amount of Funds or Other Consideration

ON APRIL 21, 2004, KINROSS PURCHASED 425,900 SHARES OF THE COMMON STOCK ON THE OPEN MARKET AT PRICES RANGING FROM \$1.80/SHARE TO \$1.85/SHARE. ON APRIL 22, 2004, KINROSS PURCHASED AN ADDITIONAL 3,161,400 SHARES OF THE COMMON STOCK ON THE OPEN MARKET AT PRICES RANGING FROM \$1.85/SHARE TO \$1.95/SHARE. ON APRIL 23, 2004, KINROSS PURCHASED 1,200,000 SHARES OF THE COMMON STOCK ON THE OPEN MARKET AT A PRICE OF \$1.95/SHARE. THE SOURCE OF THE FUNDS USED FOR SUCH PURCHASES WAS THE WORKING CAPITAL OF KINROSS.

Item 4. Purpose of Transaction

KINROSS PURCHASED THE SHARES OF THE COMMON STOCK FOR INVESTMENT PURPOSES AND RESERVES THE RIGHT TO PURCHASE ADDITIONAL SHARES OF THE COMMON STOCK OR TO DISPOSE OF SHARES OF THE COMMON STOCK IN THE OPEN MARKET, IN PRIVATELY NEGOTIATED TRANSACTIONS OR IN ANY OTHER LAWFUL MANNER IN THE FUTURE. KINROSS PRESENTLY HAS NO PLANS OR PROPOSALS WHICH RELATE TO OR WOULD RESULT IN ANY ACTION ENUMERATED IN SUBPARAGRAPHS (A) THROUGH (J) OF THE INSTRUCTIONS FOR ITEM 4 OF SCHEDULE 13D.

Item 5. Interest in Securities of the Issuer

(a) and (b) KINROSS HAS THE SOLE POWER TO VOTE, DIRECT THE VOTE, DISPOSE AND DIRECT THE DISPOSITION OF 4,787,300 SHARES OF THE COMMON STOCK, WHICH REPRESENTS 8.8% OF THE OUTSTANDING SHARES OF THE COMMON STOCK.

(c) SEE ITEM 3 ABOVE.

Page 4 of 8

-171-

(d) NO OTHER PERSON IS KNOWN TO HAVE THE RIGHT TO RECEIVE OR THE POWER TO DIRECT THE RECEIPT OF DIVIDENDS FROM, OR THE PROCEEDS FROM THE SALE OF, THE SHARES OF THE COMMON STOCK ACQUIRED BY KINROSS.

(e) NOT APPLICABLE.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

THERE ARE NO CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS (LEGAL OR OTHERWISE) BETWEEN THE PERSONS NAMED IN ITEM 2 AND ANY OTHER PERSON WITH RESPECT TO ANY SECURITIES OF CUMBERLAND, INCLUDING BUT NOT LIMITED TO TRANSFER OR VOTING OF ANY OF THE SECURITIES, FINDERS' FEES, JOINT VENTURES, LOANS OR OPTION ARRANGEMENTS, PUTS OR CALLS, GUARANTEES OF PROFITS, DIVISION OF PROFITS OR LOSS, OR THE GIVING OR WITHHOLDING OF

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

PROXIES. NO SECURITIES ARE PLEDGED OR OTHERWISE SUBJECT TO A CONTINGENCY, THE OCCURRENCE OF WHICH WOULD GIVE ANOTHER PERSON VOTING POWER OR INVESTMENT POWER OVER SUCH SECURITIES.

Item 7. Material to Be Filed as Exhibits

NONE.

Page 5 of 8

SIGNATURE

After reasonable 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.

KINROSS GOLD CORPORATION

April 30, 2004

By: /s/ Shelley M. Riley

Date

Shelley M. Riley, Secretary

Page 6 of 8

APPENDIX A

EXECUTIVE OFFICERS AND DIRECTORS OF
KINROSS GOLD CORPORATION

| Name/Title ----- | Business Address ----- | Citizenship ----- |
|--|--|----------------------|
| John A. Brough Director | Torwest Inc. 3125 Windsor Blvd. Vero Beach, FL 32963 | Canada |
| Robert M. Buchan President, Chief Executive Officer and Director | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Arthur H. Ditto Director | P.O. Box 20160 Wickenburg, AZ 85358 | Canada |
| John A. Keyes Director | 10 Windhaven Dr. The Woodlands, TX 77381 | Canada |
| John M. H. Huxley Director | Algonquin Power System Inc. Unit 210 2085 Hurontario Street Mississauga, Ontario L5A 4G1 | Canada |
| Cameron A. Mingay | Scotia Plaza, Suite 2100 | Canada |

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

| | | |
|--|--|--------|
| Director | 40 King Street West Toronto, Ontario M5H 3Y2 | |
| John E. Oliver Independent Chairman and Director | Scotiabank Atlantic Regional Office 1709 Hollis Street, 6th Floor Halifax, Nova Scotia B3J 3B7 | Canada |
| John W. Ivany Executive Vice President | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Brian W. Penny Vice President, Finance and Chief Financial Officer | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Scott A. Caldwell Executive Vice President, Chief Operating Officer and Director | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | U.S. |
| Jerry W. Danni Vice President, Environmental Affairs | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | U.S. |

Page 7 of 8

| Name/Title ----- | Business Address ----- | Citizenship ----- |
|---|---|----------------------|
| Christopher T. Hill Vice President, Investor Relations, and Treasurer | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Gordon A. McCreary Vice President, Corporate Affairs | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Ronald W. Stewart Vice President, Exploration | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Allan D. Schoening Vice President, Human Resources and Community Relations | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Shelley M. Riley Corporate Secretary | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Richard S. Hallisey Director | 30 South Drive Toronto, Ontario M4W 1R1 | Canada |
| George A. Michals Director | One Toronto Street, Suite 200 Toronto, Ontario M5C 2V6 | Canada |
| Rodney A. Cooper Vice President, Technical | Scotia Plaza, Suite 5200 40 King Street West | Canada |

Edgar Filing: CUMBERLAND RESOURCES LTD - Form SC 13D

| | | |
|---|---|------|
| Services | Toronto, Ontario M5H 3Y2 | |
| Alan R. Edwards Vice President, Operations | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | U.S. |
| Andrew F. Kaczmarek Vice President, Project Development | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | U.S. |

Page 8 of 8