

BARRICK GOLD CORP  
Form S-8  
December 21, 2004

As filed with the Securities and Exchange Commission on December 21, 2004

Registration No. 333-

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

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FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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BARRICK GOLD CORPORATION

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*(Exact name of registrant as specified in its charter)*

**Ontario**

**Not Applicable**

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*(Province or other  
jurisdiction of  
incorporation or  
organization)*

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*(I.R.S. Employer  
Identification No.)*

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

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*(Address of principal executive offices, including zip code)*

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**BARRICK GOLD CORPORATION STOCK OPTION PLAN (2004)**

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*(Full title of the plan)*

**Barrick Goldstrike Mines Inc.  
P.O. Box 29, Elko, Nevada 89803  
(702) 738-8043**

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*(Name, address and telephone number, including area code, of agent for service)*

**CALCULATION OF REGISTRATION FEE**

**Amount**

<b>Title of Securities to be Registered</b>	<b>to be Registered<sup>(a)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(b)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(b)</sup></b>	<b>Amount of Registration Fee</b>
Common Shares, without par value	16,000,000	US\$23.01	US\$368,160,000	US\$43,332.43

- (a) Pursuant to Rule 416 of the Securities of 1933, as amended, the number of Common Shares being registered hereby shall be adjusted to include any additional Common Shares that may become issuable as a result of stock splits, stock dividends, recapitalization or any other similar transactions effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding Common Shares in accordance with the provisions of the plan described herein.
- (b) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the *Securities Act of 1933*, as amended, solely for the purpose of computing the registration fee, based on the average of the high and low prices of the Common Shares being registered hereby as reported on The New York Stock Exchange on December 14, 2004.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the *Securities Act of 1933*, as amended, and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed or furnished by Barrick Gold Corporation (the Registrant) with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 40-F (File No. 1-9059) for the fiscal year ended December 31, 2003 filed with the Commission on May 19, 2004;
- (b) The Registrant's Reports on Form 6-K (File No. 1-9059) furnished to the Commission on January 20, 2004, February 17, 2004, March 18, 2004, April 27, 2004, July 27, 2004, July 29, 2004, October 28, 2004, November 10, 2004, and November 16, 2004;
- (c) The description of the Registrant's Common Shares contained in the Registrant's Registration Statement on Form 8-A (File No. 1-9059) filed with the Commission on February 9, 1987, including any amendment or report for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the *Securities Exchange Act of 1934*, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. In addition, reports on Form 6-K furnished by the Registrant to the Commission shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date such documents are furnished to the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement incorporated by reference herein modifies or supersedes

such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Under the *Business Corporations Act* (Ontario), the Registrant may indemnify a present or former director or officer or a person who acts or acted at the Registrant's request as a director or officer of another corporation of which the Registrant 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 the Registrant or such other corporation if the director or officer acted honestly and in good faith with a view to the best interests of the Registrant and, 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. Such indemnification may be made in connection with an action by or on behalf of the Registrant or such other corporation only with court approval. A director is entitled to indemnification from the Registrant as a matter of right if he or she was substantially successful on the merits of his or her defence and fulfilled the conditions set forth above.

In accordance with provisions of the *Business Corporations Act* (Ontario) described above, the by-laws of the Registrant provide that the Registrant shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Registrant's request as a director or officer of a corporation of which the Registrant 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 was made a party by reason of being or having been a director or officer of the Registrant or such other corporation if he or she acted honestly and in good faith with a view to the best interests of the Registrant and, in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable grounds in 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, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the *Securities Act of 1933* and is, therefore, unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
4.1*	Barrick Gold Corporation Stock Option Plan (2004).
4.2*	Articles of Amendment, dated December 7, 2001, Articles of Amalgamation, dated January 1, 1999, and By-laws of Barrick Gold Corporation.
5.1*	Opinion of Davies Ward Phillips & Vineberg LLP, regarding the legality of the Common Shares registered hereunder.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Davies Ward Phillips & Vineberg LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (set forth on the signature page of this Registration Statement).

\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the *Securities Act of 1933*;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; *provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the *Securities Exchange Act of 1934* that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the *Securities Act of 1933*, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the *Securities Act of 1933*, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the *Securities Exchange Act of 1934* (and where applicable, each filing of the employee benefit plan's annual report pursuant to Section 15(d) of the employee benefit plan's annual report pursuant to Section 15(d) of the *Securities Exchange Act of 1934*) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the *Securities Act of 1933* may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions described under Item 6, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the *Securities Act of 1933* and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the

matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the *Securities Act* and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the *Securities Act of 1933*, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada on the 21st day of December, 2004.

**BARRICK GOLD CORPORATION**

By: /s/ SYBIL E. VEENMAN  
 Name: Sybil E. Veenman  
 Title: Vice President, Assistant General  
 Counsel and Secretary

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints each of Sybil E. Veenman and Gregory C. Wilkins as his true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ PETER MUNK</u>	Chairman and Director	December 21, 2004
Peter Munk		
<u>/s/ GREGORY C. WILKINS</u>	President, Chief Executive Officer and Director	December 21, 2004
Gregory C. Wilkins	(Principal Executive Officer)	

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ JAMIE C. SOKALSKY</i> <hr/>	Executive Vice President and Chief Financial Officer	December 21, 2004
Jamie C. Sokalsky <hr/> <i>/s/ ANDRÉ R. FALZON</i> <hr/>	(Principal Financial Officer) Vice President and Controller	December 21, 2004
André R. Falzon <hr/> <i>/s/ JACK E. THOMPSON</i> <hr/>	(Principal Accounting Officer) Vice Chairman and Director	December 21, 2004
Jack E. Thompson <hr/> <i>/s/ HOWARD L. BECK</i> <hr/>	Director	December 21, 2004
Howard L. Beck <hr/> <i>/s/ C. WILLIAM D. BIRCHALL</i> <hr/>	Director	December 21, 2004
C. William D. Birchall <hr/> <i>/s/ GUSTAVO CISNEROS</i> <hr/>	Director	December 21, 2004
Gustavo Cisneros <hr/> <i>/s/ MARSHALL A. COHEN</i> <hr/>	Director	December 21, 2004
Marshall A. Cohen <hr/> <i>/s/ PETER A. CROSSGROVE</i> <hr/>	Director	December 21, 2004
Peter A. Crossgrove <hr/> <i>/s/ PETER C. GODSOE</i> <hr/>	Director	December 21, 2004
Peter C. Godsoe		

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/</i> ANGUS A. MACNAUGHTON <hr/>	Director	December 21, 2004
Angus A. MacNaughton <i>/s/</i> BRIAN MULRONEY <hr/>	Director	December 21, 2004
The Right Honourable Brian Mulroney <i>/s/</i> ANTHONY MUNK <hr/>	Director	December 21, 2004
Anthony Munk <i>/s/</i> JOSEPH L. ROTMAN <hr/>	Director	December 21, 2004
Joseph L. Rotman <i>/s/</i> STEVEN J. SHAPIRO <hr/>	Director	December 21, 2004
Steven J. Shapiro		

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the *Securities Act of 1933*, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Barrick Gold Corporation in the United States, in the City of Toronto, Province of Ontario, Canada on the 21st day of December, 2004.

**BARRICK GOLDSTRIKE MINES INC.**

By: */s/* SYBIL E. VEENMAN  
Name: Sybil E. Veenman  
Title: Secretary

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**Exhibit Index**

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