

GOLDCORP INC
Form FWP
March 13, 2013

Filed Pursuant to Rule 433

Registration No. 333-186998

March 13, 2013

GOLDCORP INC.

Pricing Term Sheet

US\$1,500,000,000 consisting of

US\$500,000,000 2.125% Notes due 2018

US\$1,000,000,000 3.700% Notes due 2023

US\$500,000,000 2.125% Notes due 2018

Issuer:	Goldcorp Inc.
Format:	SEC Registered: Registration Statement No. 333-186998
Size:	US\$500,000,000
Maturity Date:	March 15, 2018
Coupon:	2.125%
Yield:	2.226%
Spread to Benchmark Treasury:	135 basis points
Benchmark Treasury:	0.750% due February 28, 2018
Benchmark Treasury Price; Yield:	99-12+; 0.876%
Interest Payment Dates:	Semi-annually on March 15 and September 15 of each year, commencing September 15, 2013
Optional Redemption:	Make-whole call at any time at T+20 basis points.
Price to Public:	99.526%
Net Proceeds to the Issuer (before expenses):	US\$494,630,000
Trade Date:	March 13, 2013
Settlement Date:	March 20, 2013 (T+5)

Minimum Denominations: US\$2,000 x US\$1,000

CUSIP/ISIN: 380956 AC6 / US380956AC63

Expected Ratings*: Moody s: Baa2
S&P: BBB+

Joint Book-Running Managers: HSBC Securities (USA) Inc.
Merrill Lynch, Pierce, Fenner & Smith
Incorporated

Passive Book-Running Manager: Morgan Stanley & Co. LLC

Joint Lead Managers: Citigroup Global Markets Inc.
J.P. Morgan Securities LLC

Senior Co-Managers: BMO Capital Markets Corp.
CIBC World Markets Corp.
RBC Capital Markets, LLC
Scotia Capital (USA) Inc.
TD Securities (USA) LLC

Co-Managers: Goldman, Sachs & Co.
Mitsubishi UFJ Securities (USA), Inc.
RBS Securities Inc.
SMBC Nikko Capital Markets Limited

US\$1,000,000,000 3.700% Notes due 2023

Issuer:	Goldcorp Inc.
Format:	SEC Registered: Registration Statement No. 333-186998
Size:	US\$1,000,000,000
Maturity Date:	March 15, 2023
Coupon:	3.700%
Yield:	3.769%
Spread to Benchmark Treasury:	175 basis points
Benchmark Treasury:	2.000% due February 15, 2023
Benchmark Treasury Price; Yield:	99-26+; 2.019%
Interest Payment Dates:	Semi-annually on March 15 and September 15 of each year, commencing September 15, 2013
Optional Redemption:	Make-whole call at T+25 basis points at any time prior to December 15, 2022. Callable at 100% at any time on or after December 15, 2022 (three months prior to the Maturity Date).
Price to Public:	99.431%
Net Proceeds to the Issuer (before expenses):	US\$987,810,000
Trade Date:	March 13, 2013
Settlement Date:	March 20, 2013 (T+5)
Minimum Denominations:	US\$2,000 x US\$1,000
CUSIP/ISIN:	380956 AD4 / US380956AD47

Expected Ratings*: Moody's: Baa2
S&P: BBB+

Joint Book-Running Managers: HSBC Securities (USA) Inc.
Merrill Lynch, Pierce, Fenner & Smith
Incorporated

Passive Book-Running Manager: Morgan Stanley & Co. LLC

Joint Lead Managers: Citigroup Global Markets Inc.
J.P. Morgan Securities LLC

Senior Co-Managers: BMO Capital Markets Corp.
CIBC World Markets Corp.
RBC Capital Markets, LLC
Scotia Capital (USA) Inc.
TD Securities (USA) LLC

Co-Managers: Goldman, Sachs & Co.
Mitsubishi UFJ Securities (USA), Inc.
RBS Securities Inc.
SMBC Nikko Securities Inc.

***Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement if you request it by calling HSBC Securities (USA) Inc. at 1-866-811-8049 or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322.

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