

WHEATON RIVER MINERALS LTD

Form SC 14D9/A

February 01, 2005

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14D-9
(Amendment No. 3)**

**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 to:

**Michael Melanson
Fraser Milner Casgrain LLP
1 First Canadian Place, 39th Floor
100 King Street West
Toronto, Ontario M5X 1B2
Canada
(416) 863-4511**

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BCE Place
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Toronto, Ontario M5J 2S1
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(416) 367-7370**

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

This Amendment No. 3 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9, as amended by Amendment No. 1 filed on January 26, 2005 and Amendment No. 2 filed on January 28, 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:

- (a)(2)(I) Letter and brochure by Goldcorp Inc. to Goldcorp shareholders, dated January 31, 2005 (filed herewith)
 - (g)(1) Investor scripts used by Kingsdale Shareholder Services Inc. for Goldcorp shareholder calls (filed herewith)
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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. Gordon Laing
R. Gordon Laing
Vice President, Legal

Dated: February 1, 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 (filed herewith) |
| (e)(1) | Notice of Special Meeting of Shareholders and Management Information Circular of Goldcorp, dated January 4, 2005* |
| (g)(1) | Investor scripts used by Kingsdale Shareholder Services Inc. for Goldcorp shareholder calls (filed herewith) |

* Previously filed.