

GOLDCORP INC  
Form S-8  
May 29, 2008

**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 29, 2008  
REGISTRATION STATEMENT NO. 333-**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
GOLDCORP INC.**

(Exact name of Registrant as specified in its charter)

ONTARIO, CANADA  
(Province or other jurisdiction of  
incorporation or organization)

NOT APPLICABLE  
(I.R.S. Employer Identification Number)

**Suite 3400 666 Burrard Street  
Vancouver, British Columbia  
V6C 2X8**

(604) 696-3000

(Address and telephone number of Registrant's principal executive offices)

**GOLDCORP INC. 2005 STOCK OPTION PLAN**

(Full title of the plan)

**CT Corporation System, 111 Eighth Avenue,  
New York, New York 10019**

**(800) 223-7567**

(Name, address (including zip code) and telephone number (including area code)  
of agent for service in the United States)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

**Copies to:**

**Jennifer Traub  
Cassels Brock & Blackwell LLP  
Suite 2100, Scotia Plaza  
40 King Street West  
Toronto, Ontario  
Canada M5H 3C2  
(416) 869-5300**

**Daniel Miller  
Dorsey & Whitney LLP  
Suite 1605, 777 Dunsmuir Street  
P.O. Box 10444, Pacific Centre  
Vancouver, British Columbia  
Canada V7Y 1K4  
(604) 687-5151**

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of Securities to be</b> | <b>Amount to be</b>                            | <b>Proposed Maximum Offering Price per</b> | <b>Proposed Maximum Aggregate Offering</b>   | <b>Amount of Registration Fee</b> |
|------------------------------------------------|------------------------------------------------|--------------------------------------------|----------------------------------------------|-----------------------------------|
| <b>Registered Common Shares</b>                | <b>Registered<sup>(1)</sup><br/>20,000,000</b> | <b>Security <sup>(2)</sup><br/>\$42.40</b> | <b>Price<sup>(2)</sup><br/>\$848,000,000</b> | <b>\$ 33,327</b>                  |

(1) Pursuant to Rule 416 of the Securities Act 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.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with

Rules 457(c)  
and 457(h)  
under the  
Securities Act  
of 1933, as  
amended, based  
upon the  
average of high  
and low prices  
of the  
Registrant's  
Common Shares  
as reported on  
the New York  
Stock Exchange  
on May 20,  
2008.

---

**TABLE OF CONTENTS**

EXPLANATORY NOTE

EXHIBITS

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed in order to register additional shares under the Registrant's Goldcorp Inc. 2005 Stock Option Plan. The contents of the Registrant's Registration Statement on Form S-8 filed on June 22, 2005 (File No. 333-126039) are incorporated by reference into this Registration Statement.

**EXHIBITS**

EXHIBIT NO. DESCRIPTION

- 4.1 Goldcorp Inc. 2005 Stock Option Plan as amended on May 20, 2008.
- 5.1 Opinion of Cassels Brock & Blackwell LLP.
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accountants.
- 23.2 Consent of Cassels Brock & Blackwell LLP (contained in its opinion filed as Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Vancouver, British Columbia, Canada on May 29, 2008.

GOLDCORP INC.

By: /s/ Charles Jeannes

Name: Charles Jeannes

Title: Executive Vice President, Corporate  
Development

4

---

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints C. Kevin McArthur, with full powers of substitution and resubstitution, our true and lawful attorney-in-fact and agent, with full powers to him to sign for us, in our names and in the capacities indicated below, the Registration Statement on Form S-8 filed with the Commission, and any and all amendments to said Registration Statement (including post-effective amendments), and to file or cause to be filed the same, with all exhibits hereto and other documents in connection therewith, with the Commission, granting unto said attorney with full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as to he might or could do in person, and hereby ratifying and confirming all that said attorney, or his substitute or substitutes, shall do or cause to be done by virtue of this Power of Attorney. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                  | Title                                                                                                   | Date         |
|--------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------|
| /s/ C. Kevin McArthur<br>C. Kevin McArthur | President, Chief Executive Officer and<br>Director (principal executive officer)                        | May 29, 2008 |
| /s/ Lindsay Hall<br>Lindsay Hall           | Executive Vice President and Chief<br>Financial Officer (principal financial and<br>accounting officer) | May 29, 2008 |
| /s/ Ian W. Telfer<br>Ian W. Telfer         | Chairman and Director                                                                                   | May 29, 2008 |
| /s/ Douglas M. Holtby<br>Douglas M. Holtby | Director                                                                                                | May 29, 2008 |
| /s/ John P. Bell<br>John P. Bell           | Director                                                                                                | May 29, 2008 |
| /s/ Lawrence Bell<br>Lawrence Bell         | Director                                                                                                | May 29, 2008 |
| /s/ Beverley Briscoe<br>Beverley Briscoe   | Director                                                                                                | May 29, 2008 |
| /s/ Peter Dey<br>Peter Dey                 | Director                                                                                                | May 29, 2008 |
| /s/ P. Randy Reifel<br>P. Randy Reifel     | Director                                                                                                | May 29, 2008 |

|                                  |          |              |
|----------------------------------|----------|--------------|
| /s/ A. Dan Rovig<br>A. Dan Rovig | Director | May 29, 2008 |
|----------------------------------|----------|--------------|

|                                                    |          |              |
|----------------------------------------------------|----------|--------------|
| /s/ Kenneth F. Williamson<br>Kenneth F. Williamson | Director | May 29, 2008 |
|----------------------------------------------------|----------|--------------|



EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION                                                                               |
|-------------|-------------------------------------------------------------------------------------------|
| 4.1         | Goldcorp Inc. 2005 Stock Option Plan as amended on May 20, 2008.                          |
| 5.1         | Opinion of Cassels Brock & Blackwell LLP.                                                 |
| 23.1        | Consent of Deloitte & Touche LLP, Independent Registered Public Accountants.              |
| 23.2        | Consent of Cassels Brock & Blackwell LLP (contained in its opinion filed as Exhibit 5.1). |
| 24.1        | Power of Attorney (included on the signature page of this Registration Statement).        |