

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

KINROSS GOLD CORP
Form SC 13D
August 05, 2004

SEC 1746 (11-03) POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF
INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND
UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....15

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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 Communications)

JULY 29, 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 which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

following box. / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 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 form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to 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 6,202,700 |
| 8 | Shared Voting Power -0- |
| 9 | Sole Dispositive Power |
| ----- | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

| | |
|------|---|
| With | 6,202,700 |
| 10 | Shared Dispositive Power |
| | -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person |
| | 6,202,700 |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) / / |
| 13 | Percent of Class Represented by Amount in Row (11) |
| | 11.4% |
| 14 | Type of Reporting Person (See Instructions) |
| | CO |

This Amendment No. 2 to Schedule 13D amends and supplements, and should be read in conjunction with, the Schedule 13D filed on April 30, 2004 and Amendment No. 1 thereto filed on June 7, 2004.

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:

NO CHANGE.

Item 2. Identity and Background

(a) Name:

KINROSS GOLD CORPORATION ("KINROSS")

(b) Business or Residence address:

NO CHANGE.

(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:

NO CHANGE.

(d) Whether or not, during the last five years, such person has been

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

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:

NO CHANGE.

- (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:

NO CHANGE.

- (f) Citizenship:

NO CHANGE.

Item 3. Source and Amount of Funds or Other Consideration

Page 3 of 8

ITEM 3 IS HEREBY AMENDED AND RESTATED AS FOLLOWS:

ON THE DATES INDICATED BELOW, KINROSS PURCHASED THE NUMBER OF SHARES OF THE COMMON STOCK INDICATED BELOW ON THE OPEN MARKET AT THE PRICES INDICATED BELOW:

| DATE | NO. OF SHARES | AVERAGE PRICE |
|---------|---------------|---------------|
| ---- | ----- | ----- |
| 6/9/04 | 13,300 | \$2.15 |
| 7/7/04 | 13,500 | \$1.90 |
| 7/8/04 | 134,600 | \$2.0756 |
| 7/9/04 | 65,000 | \$2.10 |
| 7/12/04 | 53,200 | \$2.12 |
| 7/13/04 | 19,300 | \$2.05 |
| 7/20/04 | 42,400 | \$2.10 |
| 7/21/04 | 15,000 | \$2.05 |
| 7/22/04 | 27,000 | \$2.05 |
| 7/26/04 | 26,600 | \$1.97 |
| 7/27/04 | 70,500 | \$1.97 |
| 7/28/04 | 23,800 | \$2.00 |
| 7/29/04 | 56,000 | \$2.00 |

THE SOURCE OF THE FUNDS USED FOR SUCH PURCHASES WAS THE WORKING CAPITAL OF KINROSS.

Item 4. Purpose of Transaction

NO CHANGE.

Item 5. Interest in Securities of the Issuer

(a) and (b) ITEMS 5(A) AND 5(B) ARE HEREBY AMENDED AND RESTATED AS FOLLOWS:

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

KINROSS HAS THE SOLE POWER TO VOTE, DIRECT THE VOTE, DISPOSE AND DIRECT THE DISPOSITION OF 6,202,700 SHARES OF THE COMMON STOCK, WHICH REPRESENTS 11.4% OF THE OUTSTANDING SHARES OF THE COMMON STOCK.

(c) NO CHANGE.

(d) NO CHANGE.

(e) NO CHANGE.

Page 4 of 8

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

NO CHANGE.

Item 7. Material to Be Filed as Exhibits

NO CHANGE.

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

August 5, 2004

By: /s/ SHELLEY M. RILEY

Date

Shelley M. Riley, Secretary

Page 6 of 8

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

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 Director | Scotia Plaza, Suite 2100 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| 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 |
| Lars-Eric Johansson Executive Vice President 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 Senior Vice President, Environmental Affairs | Scotia Plaza, Suite 5200 670 Sierra Rose Drive Reno, Nevada 89511 | U.S. |

Edgar Filing: KINROSS GOLD CORP - Form SC 13D

Page 7 of 8

| | | |
|---|---|--------|
| Christopher T. Hill Vice President, Investor Relations, and Treasurer | 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 Senior Vice President, Human Resources and Public Affairs | 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 Services | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| 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