CAMECO CORP
Form 40-F
March 28, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

ANNUAL REPORT PURSUANT TO SECTION 13(a) or 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Commission file number: 1-14228

CAMECO CORPORATION

(Exact name of Registrant as specified in its charter)

CANADA

(Province or other jurisdiction of incorporation or organization)

1090

(Primary Standard Industrial Classification Code Number)

98-0113090

(I.R.S. Employer Identification)

2121 11th Street West, Saskatoon, Saskatchewan, Canada, S7M 1J3, Telephone: (306) 956-6200

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

Doug Pavlick, Power Resources, Inc., Smith Ranch-Highland Operation,

762 Ross Road, Douglas, Wyoming, USA, 82633

Telephone: (307) 358-6541

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Class: Common Shares, no par value

Name of Exchange where Securities are listed: New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Information filed with this Form:

Annual Information Form **Audited annual financial statements**

Number of outstanding shares of each of the issuer s classes of

capital or common stock as of the close of the period covered by the annual report:

395,792,732 Common Shares outstanding as of December 31, 2017

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required

to submit and post such files).

Yes No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Certain statements in this Form 40-F constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. In Exhibit 99.1 see Caution about forward-looking information.

Certifications and Disclosure Regarding Controls and Procedures.

(a) **Certifications regarding controls and procedures**. See Exhibits 99.9 and 99.10.

(b) **Evaluation of disclosure controls and procedures**. As of December 31, 2017 an evaluation of the effectiveness of Cameco Corporation s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the United States Securities Exchange Act of 1934, as amended (the Exchange Act)), was carried out by Cameco Corporation s Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Based on that evaluation, the CEO and CFO have concluded that as of such date Cameco Corporation s disclosure controls and procedures are effective to provide a reasonable level of assurance that information required to be disclosed by Cameco Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in United States Securities and Exchange Commission (the Commission) rules and forms.

It should be noted that while the CEO and CFO believe that Cameco Corporation s disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect the disclosure controls and procedures or internal control over financial reporting to be capable of preventing all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

(c) **Management s annual report on internal control over financial reporting**. Management, including Cameco Corporation s CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) for Cameco Corporation. Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that Cameco Corporation s internal control over financial reporting was effective as of December 31, 2017.

(d) **Attestation report of the registered public accounting firm**. The effectiveness of Cameco Corporation s internal control over financial reporting as of December 31, 2017 was audited by KPMG LLP, an independent registered public accounting firm, as stated in its report in Exhibit 99.6 Report of Independent Registered Public Accounting Firm.

(e) **Changes in internal control over financial reporting**. During the fiscal year ended December 31, 2017, there were no changes in Cameco Corporation s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Cameco Corporation s internal control over financial reporting.

Audit & Finance Committee Financial Expert. Cameco Corporation s board of directors has determined that at least two of the members of its audit and finance committee (the audit committee) are audit committee financial experts. The audit committee financial experts are John Clappison and Ian Bruce. Mr. Bruce has been determined by Cameco Corporation s board of directors to be an independent director as such term is defined under the Canadian Securities Administrators National Instrument 52-110 (Audit Committees) (NI 52-110), the Commission s audit committee

independence requirements, and the rules of the New York Stock Exchange relating to the independence of audit committee members.

Mr. Clappison has been determined to be an independent director by Cameco Corporation s board of directors under NI 52-110, which is the Canadian corporate governance rule that applies to Cameco Corporation, and under the Commission s audit committee independence requirements. However, Mr. Clappison s son-in-law is a corporate finance partner with KPMG LLP and serves as President, KPMG Corporate Finance Inc., a company affiliated with KPMG LLP who are the auditors of Cameco Corporation, and therefore Mr. Clappison is deemed to be a non-independent director as such term is used in the rules of the New York Stock Exchange. Mr. Clappison s son-in-law is prohibited from being engaged in the Cameco Corporation audit. Under the rules of the Commission and the Public Company Accounting Oversight Board (United States), such relationship does not impair the independence of KPMG LLP.

Information concerning the relevant experience of Mr. Clappison and Mr. Bruce is included in their biographical information contained in Cameco Corporation s Annual Information Form in Exhibit 99.1. The Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an expert for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee and board of directors who do not carry this designation, or affect the duties, obligations or liability of any other member of the audit committee or board of directors.

Code of Ethics. Cameco Corporation s code of conduct and ethics (the Code) is applicable to all directors, officers and employees of Cameco Corporation, including the CEO and CFO. The Code, as well as Cameco Corporation s corporate governance practices and mandates of the board of directors and its committees, and position descriptions for the chief executive officer and the non-executive chair, can be found on Cameco Corporation s website at www.cameco.com under About Governance and are also available in print to any shareholder upon request. Since the adoption of the Code, there have not been any waivers, including implied waivers, from any provision of the Code. In 2017, we amended our previously filed Code and made non-substantive changes including updates to job titles and document references.

The Code was furnished to the Commission on January 31, 2018 as Exhibit 1 to a report on Form 6-K and is incorporated by reference herein as Exhibit 99.22.

Principal Accountant Fees and Services. See Exhibit 99.4.

Off-Balance Sheet Arrangements. In the normal course of operations, Cameco Corporation enters into certain transactions that are not required to be recorded on its balance sheet. These activities include the issuing of financial assurances**,** long-term product purchase contracts and other arrangements. These arrangements are disclosed in the following sections of Exhibit 99.3 2017 Management s Discussion and Analysis and the notes to the financial statements in Exhibit No 99.2 2017 Consolidated Audited Financial Statements:

(a) **Financial assurances**. In the 2017 Management s Discussion and Analysis, see the disclosure at Off-balance sheet arrangements (page 39). In the 2017 Consolidated Audited Financial Statements, see the disclosure at note 13 of the financial statements.

(b) **Long-term product purchase contracts**. In the 2017 Management s Discussion and Analysis, see the disclosure at Off-balance sheet arrangements (page 39).

(c) **Other arrangements**. In the 2017 Management s Discussion and Analysis, see the disclosure at Off-balance sheet arrangements (page 39). In the 2017 Consolidated Audited Financial Statements, see

the disclosure at notes 7 and 23 of the financial statements.

Tabular Disclosure of Contractual Obligations. See Exhibit 99.5.

Identification of the Audit Committee. Cameco Corporation has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. Cameco Corporation s audit committee is comprised of: John Clappison (chair), Ian Bruce, Daniel Camus and Catherine Gignac.

Audited Annual Financial Statements. Cameco Corporation s Consolidated Audited Financial Statements as at December 31, 2017 and 2016, including the related report of the independent registered public accounting firm, is included in Exhibit 99.7 Report of Independent Registered Public Accounting Firm Public Company Accounting Oversight Board (United States) Standards.

Mine Safety Disclosure. Neither Cameco Corporation nor any of its subsidiaries is the operator of any coal or other mine , as those terms are defined in section 3 of the Federal Mine Safety and Health Act of 1977 (30 U.S.C. 802), that is subject to the provisions of such Act (30 U.S.C. 801 et seq.). Therefore, the provisions of Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 16 of General Instruction B to Form 40-F requiring disclosure concerning mine safety violations and other regulatory matters do not apply to Cameco Corporation or any of its subsidiaries or U.S. mines.

Disclosure Pursuant to the Requirements of the New York Stock Exchange.

(a) **Corporate governance practices**. Disclosure of the significant ways in which Cameco Corporation s corporate governance practices differ from those required for U.S. companies under the NYSE listing standards can be found on Cameco Corporation s website at www.cameco.com under About Governance.

(b) **Presiding director at meetings of non-management directors**. Cameco Corporation schedules regular director sessions in which Cameco Corporation s non-management directors (as that term is defined in the rules of the NYSE) meet without management participation. Mr. Neil McMillan, as non-executive chair of Cameco Corporation, serves as the presiding director (the Presiding Director) at such sessions. Each of Cameco Corporation s non-management directors is independent as such term is used in the rules of the NYSE with the exception of John Clappison. Cameco Corporation s criteria for director independence are available on Cameco Corporation s website at www.cameco.com under About Governance.

(c) **Communication with non-management directors**. Shareholders may send communications to Cameco Corporation s Presiding Director or non-management directors by mailing (by regular mail or other means of delivery) to the corporate head office at 2121 11th Street West, Saskatoon, Saskatchewan, Canada, S7M 1J3, in a sealed envelope marked Private and Strictly Confidential Attention: Chair of the Board of Directors of Cameco Corporation . Any such envelope will be delivered unopened to the Presiding Director for appropriate action. The status of all outstanding concerns addressed to the Presiding Director will be reported to the board of directors as appropriate.

(d) **Corporate governance guidelines**. According to Section 303A.09 of the NYSE Listed Company Manual, a listed company must adopt and disclose a set of corporate governance guidelines with respect to specified topics. Such guidelines and the charters of the listed company s most important committees of the board of directors are required to be posted on the listed company s website and be available in print to any shareholder upon request. Cameco Corporation operates under corporate governance guidelines that are consistent with the requirements of Section 303A.09 of the NYSE Listed Company Manual. Cameco Corporation s corporate governance guidelines and the charters of its most important committees of the board

of directors can be found at Cameco Corporation s

website at www.cameco.com under About Governance and are available in print to any shareholder who requests them.

(e) **Independent directors**. The names of Cameco Corporation s non-management directors are: Ian Bruce; Daniel Camus; John Clappison; Donald Deranger; Catherine Gignac; James Gowans; Kathryn Jackson; Don Kayne; Anne McLellan; and Neil McMillan. Each of the non-management directors is independent , as such term is used in the rules of the NYSE with the exception of John Clappison.

EXHIBIT INDEX

Exhibit No.	Description
99.1	2017 Annual Information Form
99.2	2017 Consolidated Audited Financial Statements
99.3	2017 Management s Discussion and Analysis
99.4	Principal Accountant Fees and Services
99.5	Tabular Disclosure of Contractual Obligations
99.6	Report of Independent Registered Public Accounting Firm Internal Control Over Financial Reporting
99.7	Report of Independent Registered Public Accounting Firm Public Company Accounting Oversight Board (United States) Standards
99.8	Consent of Independent Registered Public Accounting Firm
99.9	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended
99.10	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended
99.11	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.12	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.13	Consent of Alain G. Mainville, P. Geo.
99.14	Consent of C. Scott Bishop, P. Eng.
99.15	Consent of Leslie (Les) D. Yesnik, P. Eng.
99.16	Consent of Darryl Clark, PhD, P. Geo.

Exhibit No.	Description
99.17	Consent of Robert J. Sumner, PhD, P. Eng.
99.18	Consent of Stuart B. Soliz, P. Geo.
99.19	Consent of Baoyao Tang, P. Eng.
99.20	Consent of Gregory M. Murdock, P. Eng.
99.21	Consent of Jeremy Breker, P. Eng.
99.22	Code of Conduct and Ethics (as amended and restated as of October 2017) (incorporated by reference to Cameco Corporation s Form 6-K, furnished to the Commission on January 31, 2018)

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Undertaking

Cameco Corporation undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

Consent to Service of Process

Cameco Corporation has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any change to the name or address of the agent for service of process of Cameco Corporation shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the relevant registration statement.

SIGNATURES

Pursuant to the requirements of the Exchange Act, Cameco Corporation certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

DATED this 28th day of March, 2018.

CAMECO CORPORATION

By: */s/ Grant Isaac*
Name: Grant Isaac
Title: Senior Vice-President and Chief Financial Officer