

Thompson Creek Metals CO Inc.  
Form 40-F/A  
September 08, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 1**

**to**  
**FORM 40-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**  
 **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2008**

Commission file number: 001-33783

**Thompson Creek Metals Company Inc.**

(Exact Name of Registrant as Specified in its Charter)

|                                                                                               |                                                              |                                                        |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------|
| British Columbia, Canada<br>(Province or other jurisdiction of incorporation or organization) | 1000<br>(Primary Standard Industrial<br>Classification Code) | Not Applicable<br>(I.R.S. Employer Identification No.) |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------|

**401 Bay Street, Suite 2010**  
**P.O. Box 118**  
**Toronto, Ontario M5H 2Y4**  
**(416) 860-1438**  
(Address and Telephone Number of Registrant's Principal Executive Offices)

**Thompson Creek Metals Company USA**  
**26 West Dry Creek Circle, Suite 810**  
**Littleton, Colorado**  
**80120**  
**(303) 761-8801**

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

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

Title of Each Class:  
Common Shares, no par value

Name of Each Exchange On Which Registered:  
New York Stock Exchange

Toronto 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**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form                       Audited Annual Financial Statements

Indicate the 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: 122,253,257

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

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**EXPLANATORY NOTE**

This Amendment No. 1 to Form 40-F for the year ended December 31, 2008 for Thompson Creek Metals Company Inc. ("Thompson Creek") is being filed to attach the Management's Discussion and Analysis as Exhibit 99.2 and the Annual Financial Statements as Exhibit 99.3. The Management's Discussion and Analysis and the Annual Financial Statements have not been altered in any way. Thompson Creek has also included a table containing the contractual obligations as of December 31, 2008 and provided the consents of Pierre Pelletier in Exhibit 99.9 and Rescan Environmental Services Inc. in Exhibit 99.12. Thompson Creek's auditors have provided a new consent in Exhibit 99.6.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, update or restate the information in any Item of the Annual Report on Form 40-F or reflect any events that have occurred after the Form 40-F was initially filed.

**CONTRACTUAL OBLIGATIONS**

Below is a tabular disclosure of contractual obligations as of December 31, 2008 (unaudited).

| (amounts in millions)            | <b>Payments Due by Period</b> |                             |                      |                      |                              |
|----------------------------------|-------------------------------|-----------------------------|----------------------|----------------------|------------------------------|
|                                  | <b>Total</b>                  | <b>Less Than<br/>1 Year</b> | <b>1-3<br/>Years</b> | <b>4-5<br/>Years</b> | <b>More Than<br/>5 Years</b> |
| Debt (1)                         | \$ 17.3                       | \$ 5.6                      | \$ 9.1               | \$ 2.6               | \$ –                         |
| Operating leases                 | 5.1                           | 1.6                         | 3.0                  | 0.5                  | –                            |
| Asset retirement obligations (2) | 49.0                          | 0.2                         | 1.4                  | 0.5                  | 46.9                         |
| Purchase obligations (3)         | 40.0                          | 22.0                        | 18.0                 | –                    | –                            |
| Other (4)                        | 14.5                          | 1.8                         | 12.7                 | –                    | –                            |
|                                  | <b>\$ 125.9</b>               | <b>\$ 31.2</b>              | <b>\$ 44.2</b>       | <b>\$ 3.6</b>        | <b>\$ 46.9</b>               |

- (1) Amounts represent principal payments on fixed and variable rate equipment loans. Interest expense has not been included. See Note 9 to the Consolidated Financial Statements for more information.
- (2) Mining operations are subject to extensive environmental regulations in the jurisdictions in which they operate. Pursuant to environmental regulations, we are required to close our operations and reclaim and remediate the lands that operations have disturbed. The estimated undiscounted cash outflows of these remediation and reclamation obligations are reflected here. For more information regarding asset retirement obligations, see Note 11 to the Consolidated Financial Statements.

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- (3) Purchase obligations are not recorded in the Consolidated Financial Statements. Purchase obligations represent the contractual obligations for the Endako mill expansion project. See Note 15 to the Consolidated Financial Statements for more information.
- (4) Other contractual obligations include labor and service contracts. See Note 10 to the Consolidated Financial Statements for more information. Payments related to derivative contracts cannot be reasonably estimated given variable market conditions. See Note 8 to the Consolidated Financial Statements for more information.

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**EXHIBITS**

- 99.1\* Annual Information Form of the Company for the year ended December 31, 2008
- 99.2 Management's Discussion and Analysis
- 99.3 Annual Financial Statements
- 99.4 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934
- 99.5 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.6 Consent of PricewaterhouseCoopers LLP, Independent Registered Chartered Accountants
- 99.7\* Consent of William E. Roscoe
- 99.8\* Consent of John T. Postle
- 99.9 Consent of Pierre C. Pelletier
- 99.10\* Consent of Ken Collison
- 99.11\* Consent of Greg Mosher
- 99.12 Consent of Rescan Environmental Services Ltd.
- 99.13\* Consent of Scott Wilson Roscoe Postle Associates Inc.
- 99.14\* Consent of Wardrop Engineering Inc.

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\* previously filed.

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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant 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.

**THOMPSON CREEK METALS COMPANY INC.**

By: /s/ Kevin Loughrey

Name: Kevin Loughrey

Title: Chairman and Chief Executive Officer

Date: September 8, 2009

