

SEABRIDGE GOLD INC
Form 6-K
September 12, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

**Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934**

For the month of September, 2006

Commission File Number 0-50657

SEABRIDGE GOLD INC.

(Exact name of Registrant as specified in its Charter)

172 King Street East, 3rd Floor, Toronto, Ontario, Canada M5A 1J3

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): _____

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Seabridge Gold Inc.
(Registrant)

Date: September 11, 2006

By: /s/ Rudi Fronk

Name: Rudi Fronk
Title: President and C.E.O

EXHIBITS

Exhibit 99

Press release issued September 5, 2006 in which the Registrant announced that it has closed its previously announced agreement with Falconbridge Limited, a subsidiary of Xstrata plc, whereby it has purchased Falconbridge's option to earn a 65% interest on the Registrant's Kerr-Sulphurets project located in British Columbia, Canada. Consideration paid by the Registrant to Falconbridge was 200,000 common shares and 2.0 million common share purchase warrants, none of which are presently exercisable. One warrant will become exercisable for each new ounce of gold resources discovered at Kerr-Sulphurets over the next five years until all two million warrants become exercisable. Once a warrant becomes exercisable, it is exercisable for five years at a strike price of C\$13.50 per share. The shares and warrants issued to Falconbridge are subject to a four-month hold period expiring on January 1, 2007.

