

IAMGOLD CORP  
Form 40-F/A  
March 09, 2009

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**AMENDMENT NO. 1**  
**to**  
**FORM 40-F**

o **Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**  
or  
y **Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2006

Commission File Number 001-31528

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**IAMGOLD CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Canada</b> (Province or Other Jurisdiction of Incorporation or Organization)	<b>1040</b> (Primary Standard Industrial Classification Code)	<b>Not Applicable</b> (I.R.S. Employer Identification No.)
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**401 Bay Street, Suite 3200**  
**P.O. Box 153**  
**Toronto, Ontario M5H 2Y4**  
**Canada**  
**(416) 360-4710**

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

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**DL Services, Inc.**  
**U.S. Bank Center**  
**1420 5<sup>th</sup> Avenue, Suite 3400**  
**Seattle, WA 98101-4010**  
**(206) 903-8800**

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

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

<u>Title of Each Class:</u>	<u>Name of Each Exchange On Which Registered:</u>
<b>Common shares, no par value</b>	<b>Toronto Stock Exchange</b>
	<b>New York Stock Exchange</b>
	<b>Botswana Stock Exchange</b>

Securities 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 registrant's classes of capital or common stock as of the close of the period covered by the annual report:

Class	Outstanding at December 31, 2006
<b>Common shares, no par value</b>	292,559,957

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes  No

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 FOR 2006**

This Amendment No.1 to Form 40-F for the year ended December 31, 2006 is being filed to correct the accounting for stripping costs in the Reconciliation with United States Generally Accepted Accounting Principles Item 17 for the years ended December 31, 2006, 2005 and 2004 as described in Note 1 in the amended Exhibit 99.4. As a result, the Report of KPMG LLP and Consent of KPMG LLP have been amended in Exhibits 99.6 and 99.40 and the certifications of the Chief Executive Officer and the Chief Financial Officer and the previous consent of KPMG have been re-filed in Exhibits 99.38, 99.39 and 99.8 respectively.

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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, thereunto duly authorized.

**IAMGOLD CORPORATION**

/s/ JOSEPH CONWAY

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Joseph Conway  
President and Chief Executive Officer

Date: March 9, 2009

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## EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this annual report on Form 40-F.

Exhibit	Description
99.1*	Annual Information Form for the year ended December 31, 2006
99.2*	Management's Discussion and Analysis
99.3*	Annual Financial Statements (Prepared in accordance with Canadian GAAP)
99.4 <sup>(1)</sup>	Reconciliation of Canadian GAAP and United States GAAP
99.5*	Report of KPMG LLP
99.6 <sup>(1)</sup>	Report of KPMG LLP
99.7*	Report of KPMG LLP
99.8	Consent of KPMG LLP
99.9*	Consent of M. Vachon
99.10*	Consent of F. Clouston
99.11*	Consent of R. Marchand
99.12*	Consent of S. Thivierge
99.13*	Consent of D. Villeneuve
99.14*	Consent of E. Belzile
99.15*	Consent of R. Sirois
99.16*	Consent of R. Asselin
99.17*	Consent of F. Girard
99.18*	Consent of G. Chapman
99.19*	Consent of P. Levesque
99.20*	Consent of S. Padgett
99.21*	Consent of P. Sevigny
99.22*	Consent of S. Robins
99.23*	Consent of SRK Consulting
99.24*	Consent of M. Brewster
99.25*	Consent of A. Croal
99.26*	Consent of M. Edwards
99.27*	Consent of H. Hadlow
99.28*	Consent of M. Tomkinson
99.29*	Consent of R. Bray
99.30*	Consent of L. Putland
99.31*	Consent of J. Mamphey
99.32*	Consent of J. McCombe
99.33*	Consent of P. Day
99.34*	Consent of W. Valiant
99.35*	Consent of A. Aitchison
99.36*	Consent of P. Godin
99.37*	Consent of P. Simard
99.38	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934.
99.39	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
99.40	Consent of KPMG LLP

\*  
previously filed

(1)  
Replaces exhibit of same description as filed with the annual report on Form 40-F dated April 3, 2007.

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