

Brigus Gold Corp.  
Form S-8 POS  
March 07, 2014

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As filed with the Securities and Exchange Commission on March 7, 2014

Registration Nos. 333-113889, 333-162558 and 333-167757

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

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-113889,**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-162558 AND**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-167757**  
**UNDER THE SECURITIES ACT OF 1933**

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**BRIGUS GOLD CORP**

(Exact name of registrant as specified in its charter)

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**CANADA**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification Number)

**Purdy s Wharf Tower II**  
**Suite 2001, 20th Floor**  
**1969 Upper Water Street**  
**Halifax, Nova Scotia**  
**B3J 3R7, Canada**

(Address of principal executive offices)

**APOLLO GOLD CORPORATION**  
**AMENDED AND RESTATED STOCK OPTION INCENTIVE PLAN**

(Full title of the plan)

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**The Corporation Trust Company**  
**Corporation Trust Center**  
**1209 Orange Street**  
**Wilmington, Delaware 19801**  
**(302) 658-7581**

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

With a copy to:

**Mark L. Mandel, Esq.**  
**Milbank Tweed Hadley & McCloy LLP**  
**One Chase Manhattan Plaza**  
**New York, New York 10005**  
**(212) 530-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer [ ]

Accelerated Filer [X]

Non-Accelerated Filer [ ]

Smaller Reporting Company [ ]

(do not check if a smaller reporting company)

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**DEREGISTRATION OF COMMON STOCK**

Brigus Gold Corp. ( **Registrant** ) has previously filed with the Securities and Exchange Commission (the **Commission** ) three registration statements on Form S-8 (File Nos. 333-113889, 333-162558 and 333-167757) on March 24, 2004, October 19, 2009 and June 25, 2010, respectively, relating to its Amended and Restated Stock Option Incentive Plan (the **Registration Statements** ).

On March 5, 2014, Primero Mining Corp., a corporation existing under the laws of British Columbia ( **Primero** ) completed its acquisition of the Registrant pursuant to an Arrangement Agreement, dated as of December 16, 2013, among Primero, Fortune Bay Corp. (formerly 8724385 Canada Limited), a newly incorporated entity, and the Registrant.

As a result of the consummation of the acquisition, the Registrant is no longer a public company and has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statements. In accordance with any undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any Registrant Securities which remain unsold at the termination of the offering, the Registrant hereby removes from registration all Registrant securities registered under the Registration Statements which remain unsold as of the effective time of the acquisition.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to Form S-8 and has duly caused this this Post-Effective Amendment to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Halifax, Province of Nova Scotia, on this 7th day of March, 2014.

BRIGUS GOLD CORP.

By: /s/David Blaiklock  
David Blaiklock  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                        | <b>Title</b>  | <b>Date</b>   |
|---|---|---------------|
| /s/Joseph F. Conway<br>Joseph F. Conway | President and Chief Executive Officer, and Chairman of the Board of Directors<br>(Principal Executive Officer)                                      | March 7, 2014 |
| /s/David Blaiklock<br>David Blaiklock   | Chief Financial Officer and Senior Vice President - Finance and Corporate Development<br>(Principal Financial and Accounting Officer), and Director | March 7, 2014 |
| /s/Renaud Adams<br>Renaud Adams         | Director  | March 7, 2014 |
| /s/H. Maura Lendon<br>H. Maura Lendon   | Director  | March 7, 2014 |

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**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of the Registrant in the United States, in the City of Newark, State of Delaware, USA on this 7<sup>th</sup> day of March, 2014.

Donald J. Puglisi  
(Authorized U.S. Representative)

by

/s/Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director  
Puglisi & Associates

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