

IAMGOLD CORP
Form 40-F/A
April 02, 2008

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, 2007

Commission file number: 001-31528

IAMGOLD Corporation

(Exact Name of Registrant as Specified in its Charter)

Canada
(Province or other
jurisdiction of incorporation
or organization)

1040
(Primary Standard Industrial
Classification Code)

Not Applicable
(I.R.S. Employer
Identification No.)

401 Bay Street, Suite 3200
P.O. Box 153
Toronto, Ontario M5H 2Y4
(416) 360-4710

(Address and Telephone Number of Registrant's Principal Executive Offices)

DL Services, Inc.
U.S. Bank Center
1420 5th 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)

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

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Title of Each Class:
Common Shares, no par value

Name of Each Exchange On Which Registered:
New York Stock Exchange
Toronto Stock Exchange
Botswana 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: 293,763,672

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

EXPLANATORY NOTE

This Amendment No.1 to Form 40-F for the year ended December 31, 2007 is being filed to correct the date of the Comments by KPMG LLP filed as Exhibit 99.10 and to provide the consent of Kim Bischoff in Exhibit 99.38.

EXHIBITS

| | |
|----------|--|
| 99.1* | Annual Information Form of the Company for the year ended December 31, 2007 |
| 99.2* | Management's Discussion and Analysis |
| 99.3* | Annual Financial Statements |
| 99.4* | Reconciliation of Canadian GAAP and United States GAAP |
| 99.5* | Report of KPMG LLP |
| 99.6* | Report of KPMG LLP |
| 99.7(1) | Consent of KPMG LLP |
| 99.8(1) | 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 |
| 99.9(1) | 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 |
| 99.10(1) | Comments by KPMG LLP, Chartered Accountants |
| 99.11* | Consent of R. Asselin |
| 99.12* | Consent of E. Tremblay |
| 99.13* | Consent of F. Clouston |
| 99.14* | Consent of E. Belzile |
| 99.15* | Consent of P. Godin |
| 99.16* | Consent of R. Marchand |
| 99.17* | Consent of N. Johnson |
| 99.18* | Consent of L. Putland |
| 99.19* | Consent of M. Tomkinson |
| 99.20* | Consent of F. Girard |
| 99.21* | Consent of P. Simard |
| 99.22* | Consent of N. Chouinard |
| 99.23* | Consent of S. Robins |
| 99.24* | Consent of K. Bartsch |
| 99.25* | Consent of S. Thivierge |
| 99.26* | Consent of D. Villeneuve |
| 99.27* | Consent of G. Voicu |
| 99.28* | Consent of P. Pecek |
| 99.29* | Consent of P. Johnson |
| 99.30* | Consent of G. Chapman |
| 99.31* | Consent of P. Levesque |
| 99.32* | Consent of E. Williams |
| 99.33* | Consent of M. Brewster |
| 99.34* | Consent of W. Valliant |
| 99.35* | Consent of W. Roscoe |
| 99.36* | Consent of D. Ross |
| 99.37* | Consent of R. Bray |
| 99.38(1) | Consent of K. Bischoff |

* previously filed

(1) Replaces exhibit of same description as filed with the annual report on Form 40-F dated March 31, 2008.

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.

IAMGOLD CORPORATION

| | |
|--------|---------------------------------------|
| By: | /s/ Joseph F. Conway |
| Name: | Joseph F. Conway |
| Title: | President and Chief Executive Officer |

Date: April 2, 2008
