

APOLLO GOLD CORP  
Form S-3  
March 18, 2009

As filed with the Securities and Exchange Commission on March 18, 2009.

Registration No. 333-\_\_\_\_\_

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

APOLLO GOLD CORPORATION  
(Exact name of registrant as specified in its charter)

Yukon Territory, Canada  
(State or other jurisdiction of  
incorporation or organization)

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

5655 South Yosemite Street, Suite 200  
Greenwood Village, Colorado 80111  
(720) 886-9656  
(Address, including zip code, and telephone number,  
including area code, of principal executive offices)

R. David Russell  
President and Chief Executive Officer  
5655 South Yosemite Street, Suite 200  
Greenwood Village, Colorado 80111  
(720) 886-9656  
(Name, address, including zip code, and  
telephone number, including area code, of agent for service)

With a Copy to  
Patricia Peterson  
Davis Graham & Stubbs LLP  
1550 Seventeenth Street, Suite 500  
Denver, Colorado 80202  
(303) 892-9400

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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   
 Non-Accelerated Filer  (do not check if a Smaller Reporting Company   
 smaller reporting company

Title of Each Class of Securities to Be Registered	CALCULATION OF REGISTRATION FEE			
	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Shares, no par value	3,255,000	\$0.26	\$846,300	\$47.22

- (1) In the event of a stock split, stock dividend or similar transaction involving the common shares of the registrant, in order to prevent dilution, the number of common shares registered hereby shall be adjusted automatically to cover the additional common shares in accordance with Rule 416 under the Securities Act of 1933, as amended.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, as amended, based on the average of the high and low prices for the common shares on March 12, 2009, as reported on the NYSE Alternext U.S. exchange.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling shareholders may not sell these securities pursuant to this prospectus until the registration statement filed with the Securities and Exchange Commission becomes effective. This prospectus is not an offer to sell these securities and Apollo Gold Corporation is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated March 17, 2009

PROSPECTUS

APOLLO GOLD CORPORATION

3,255,000 Common Shares

The selling shareholders identified on page 22 may use this prospectus to offer and resell from time to time up to 3,255,000 common shares of Apollo Gold Corporation (together with its subsidiaries, “we,” “us” or “our company”). The 3,255,000 common shares offered hereby are comprised of 3,000,000 common shares issued on a “flow through” basis pursuant to the Income Tax Act (Canada), which such shares we sometimes refer to in this prospectus as flow through shares, in a private placement completed on December 31, 2008 and 255,000 common shares issuable upon exercise of warrants issued to Haywood Securities Inc., which we sometimes refer to in this prospectus as Haywood, for advisory services rendered in connection with the December 31, 2008 private placement of flow through shares. Purchasers of the flow through shares resold under this prospectus will not receive the Canadian tax benefits associated with the flow through shares, which benefits apply only to the initial purchasers in the flow through the private placement. For more information regarding the foregoing, see “The Company – Recent Events” on page 6 of this prospectus.

Our common shares are traded on the NYSE Alternext U.S. exchange under the symbol “AGT” and on the Toronto Stock Exchange under the symbol “APG.” On March 16, 2009, the closing price for our common shares on the NYSE Alternext U.S. exchange was \$0.27 per share and the closing price on the Toronto Stock Exchange was Cdn\$0.35 per share.

We will not receive any proceeds from the sale of the shares resold under this prospectus by the selling shareholders. The issuances of the common shares and warrants described above were made in private placements in reliance upon exemptions from registration contained in Regulation S of the U.S. Securities Act of 1933, as amended.

The selling shareholders may sell the shares in transactions on the NYSE Alternext U.S. exchange or the Toronto Stock Exchange and by any other method permitted by applicable law. The selling shareholders may sell the shares at prevailing market prices or at prices negotiated with purchasers and will be responsible for any commissions or discounts due to brokers or dealers. The amount of these commissions or discounts cannot be known at this time because they will be negotiated at the time of the sales. See “Plan of Distribution” beginning on page 23.

References in this prospectus to “\$” are to United States dollars. Canadian dollars are indicated by the symbol “Cdn\$”.

The common shares offered in this prospectus involve a high degree of risk. You should carefully consider the matters set forth in “Risk Factors” beginning on page 10 of this prospectus in determining whether to purchase our common shares.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved our common shares, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is \_\_\_\_\_.

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You should rely only on information contained or incorporated by reference in this prospectus. See “Incorporation of Certain Documents by Reference” on pages 1 and 2 of this prospectus. We have not authorized anyone to provide you with information different from that contained or incorporated in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. Information on any of the websites maintained by us does not constitute a part of this prospectus.

You should assume that the information appearing in this prospectus or any documents incorporated by reference in this prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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## WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (which we sometimes refer to in this prospectus as the Exchange Act), and file annual, quarterly and periodic reports, proxy statements and other information with the United States Securities and Exchange Commission, which we sometimes refer to in this prospectus as the SEC. The SEC maintains a web site (<http://www.sec.gov>) on which our reports, proxy statements and other information are made available. Such reports, proxy statements and other information may also be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

We have filed with the SEC a Registration Statement on Form S-3, under the Securities Act of 1933, as amended (which we sometimes refer to in this prospectus as the Securities Act), with respect to the securities offered by this prospectus. This prospectus, which constitutes part of the Registration Statement, does not contain all of the information set forth in the Registration Statement, certain parts of which have been omitted in accordance with the rules and regulations of the SEC. Reference is hereby made to the Registration Statement and the exhibits to the Registration Statement for further information with respect to the securities and us.

## CURRENCY AND EXCHANGE RATE INFORMATION

We report in United States dollars. Accordingly, all references to “\$,” “U.S.\$” or “dollars” in this prospectus refer to United States dollars unless otherwise indicated. References to “Cdn\$” or “Canadian dollars” are used to indicate Canadian dollar values.

The noon rate of exchange on March 16, 2009 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was Cdn\$1.00 equals \$0.7859 and the conversion of United States dollars was \$1.00 equals Cdn\$1.2724.

## NON-GAAP FINANCIAL MEASURES

In this prospectus or in the documents incorporated herein by reference, we use the terms “cash operating costs,” “total cash costs,” and “total production costs,” each of which are considered non-GAAP financial measures as defined in the SEC Regulation S-K Item 10 and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with U.S. GAAP. These terms are used by management to assess performance of individual operations and to compare our performance to other gold producers.

The term “cash operating costs” is used on a per ounce of gold basis. Cash operating costs per ounce is equivalent to direct operating cost as found on the Consolidated Statements of Operations, less production royalty expenses and mining taxes but includes by-product credits for payable silver, lead and zinc.

The term “total cash costs” is equivalent to cash operating costs plus production royalties and mining taxes.

The term “total production costs” is equivalent to total cash costs plus non-cash costs including depreciation and amortization.

These measures are not necessarily indicative of operating profit or cash flow from operations as determined under U.S. GAAP and may not be comparable to similarly titled measures of other companies. See Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and Item 2 — Management's Discussion and Analysis of Financial Condition and Results of Operations in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 for an

explanation of these measures.

#### INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” our publicly filed reports into this prospectus, which means that information included in those reports is considered part of this prospectus. Information that we file with the SEC after the date of this prospectus will automatically update and supersede the information contained in this prospectus and in prior reports. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, other than information in a report on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K and exhibits filed in connection with such information, until all of the securities offered pursuant to this prospectus have been sold:

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1. Our Annual Report on Form 10-K for the year ended December 31, 2007, filed with the SEC on March 25, 2008;
2. Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008, filed with the SEC on May 12, 2008, August 14, 2008 and November 14, 2008, respectively;
3. Our Current Reports on Form 8-K, filed with the SEC on June 11, 2008; July 1, 2008; July 2, 2008; July 10, 2008; July 24, 2008; July 24, 2008; July 25, 2008; July 30, 2008; August 6, 2008; August 26, 2008, August 27, 2008, August 29, 2008, October 23, 2008, October 24, 2008, October 27, 2008, December 16, 2008, December 31, 2008, January 5, 2009, February 13, 2009, February 19, 2009, February 24, 2009 and February 25, 2009; and
4. The description of our capital stock set forth in our Registration Statement on Form 10, filed June 23, 2003.

In addition, all filings filed by us pursuant to the Exchange Act after the date of this registration statement and prior to effectiveness of this registration statement shall be deemed to be incorporated by reference into this prospectus.

We will furnish without charge to you, on written or oral request, a copy of any or all of the above documents, other than exhibits to such documents that are not specifically incorporated by reference therein. You should direct any requests for documents to the Chief Financial Officer, Apollo Gold Corporation, 5655 S. Yosemite Street, Suite 200, Greenwood Village, Colorado 80111-3220, telephone (720) 886-9656.

The information relating to us contained in this prospectus is not comprehensive and should be read together with the information contained in the incorporated documents. Descriptions contained in the incorporated documents as to the contents of any contract or other document may not contain all of the information that is of interest to you. You should refer to the copy of such contract or other document filed as an exhibit to our filings.

#### STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This prospectus and the documents incorporated by reference in this prospectus contain forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995, with respect to our financial condition, results of operations, business prospects, plans, objectives, goals, strategies, future events, capital expenditures, and exploration and development efforts. Forward-looking statements can be identified by the use of words such as “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “continue,” or the negative of such terms, or other comparable terminology. These statements include comments regarding:

- plans for the development of the Black Fox project;
  - our ability to finance exploration at Huizopa;
- the timing of commencement of mining and milling at Black Fox;
- contemplated drawdowns under the Black Fox project facility and our ability to meet our repayment obligations under the Black Fox project facility;
  - our ability to repay the convertible debentures issued to RAB due February 23, 2010;
- the future affect of recent issuances of a significant number of common share purchase warrants on our share price;
  - future financing of projects, including the financing required for the M Pit expansion at Montana Tunnels;
- the decision to place the Montana Tunnels mine on care and maintenance and the decision to undertake the M Pit expansion;

- liquidity to support operations and debt repayment;
- acquisition of new equipment at the Black Fox mill complex;
- timing and amount of future cash flows from the Montana Tunnels mine;
- sufficiency of future cash flows from the Montana Tunnels mine to repay the Montana Tunnels' indebtedness;
  - the establishment and estimates of mineral reserves and resources;
    - production costs;
  - daily production, mineral recovery rates and mill throughput rates;
    - cash operating costs;
    - total cash costs;
    - grade of ore mined and milled;
- anticipated expenditures for development, exploration, and corporate overhead;
  - timing and issue of permits;
  - expansion plans for existing properties;
    - estimates of closure costs;
  - estimates of environmental liabilities;
- our ability to obtain financing to fund our estimated expenditure and capital requirements;
  - factors impacting our results of operations; and
  - the impact of adoption of new accounting standards.

Although we believe that our plans, intentions and expectations reflected in these forward-looking statements are reasonable, we cannot be certain that these plans, intentions or expectations will be achieved. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and other factors described in more detail in this prospectus:

- changes in business and economic conditions, including the recent significant deterioration in global financial and capital markets;
  - significant increases or decreases in gold and zinc prices;
- changes in interest and currency exchange rates including the LIBOR rate;
  - changes in availability and cost of financing;
    - timing and amount of production;
    - unanticipated ore grade changes;
  - unanticipated recovery or production problems;
    - changes in operating costs;
  - operational problems at our mining properties;
- metallurgy, processing, access, availability of materials, equipment, supplies and water;
  - determination of reserves;
  - costs and timing of development of new reserves;
- results of current and future exploration and development activities;
  - results of future feasibility studies;
  - joint venture relationships;
- political or economic instability, either globally or in the countries in which we operate;
  - local and community impacts and issues;
  - timing of receipt of government approvals;
    - accidents and labor disputes;
    - environmental costs and risks;
  - competitive factors, including competition for property acquisitions;
  - availability of external financing at reasonable rates or at all; and
- the factors discussed in this prospectus under the heading "Risk Factors."

Many of these factors are beyond our ability to control or predict. These factors are not intended to represent a complete list of the general or specific factors that may affect us. We may note additional factors elsewhere in this prospectus and in any documents incorporated by reference into this prospectus. We undertake no obligation to update forward-looking statements.

## THE COMPANY

### Overview

Our earliest predecessor was incorporated under the laws of the Province of Ontario in 1936. In May 2003, we reincorporated under the laws of the Yukon Territory. We maintain our registered office at 204 Black Street, Suite 300, Whitehorse, Yukon Territory, Canada Y1A 2M9, and the telephone number at that office is (867) 668-5252. We maintain our principal executive office at 5655 S. Yosemite Street, Suite 200, Greenwood Village, Colorado 80111-3220, and the telephone number at that office is (720) 886-9656. Our internet address is <http://www.apollogold.com>. Information contained on our website is not a part of this prospectus or the documents incorporated herein by reference.

We are engaged in gold mining including extraction, processing, refining and the production of by-product metals, as well as related activities including exploration and development. We have an advanced stage development project, the Black Fox project, which is located near the Township of Matheson in the Province of Ontario, Canada. The Black Fox project consists of a mining operation located 7 miles east of Matheson and the Black Fox mill complex located 12 miles west of Matheson (therefore 19 miles from the mine). We expect to commence mining of ores at the Black Fox open pit in March 2009 and commence the milling of these ores in April 2009. We are also the operator of the Montana Tunnels mine, which is a 50% joint venture with Elkhorn Tunnels, LLC. The mine, which is located near Helena, Montana, is an open pit mine and mill that historically has produced gold doré and lead-gold and zinc-gold concentrates. We ceased mining at Montana Tunnels on December 5, 2008 and, following the expected completion of milling of stockpiled ore at the end of April 2009, we expect to place the mine on care and maintenance.

We also own Mexican subsidiaries which own concessions at the Huizopa exploration project, located in the Sierra Madres in Chihuahua, Mexico. The Huizopa project is subject to an 80% Apollo Gold /20% Mineras Coronado joint venture agreement.

### Montana Tunnels Mine

During the third quarter 2008, approximately 2,454,000 tons were mined at Montana Tunnels, of which 1,824,000 tons were ore. The mill processed 1,221,000 tons of ore at an average throughput of 13,300 tons per day for the quarter. As at September 30, 2008, the ore stockpile sitting alongside the mill was 1,982,000 tons. Payable production in the third quarter 2008 was 14,600 ounces of gold, 144,000 ounces of silver, 4,586,000 pounds of lead and 9,623,000 pounds of zinc. Our share of this production is 50%.

Total cash costs for the third quarter 2008 on a by-product basis were \$471 per ounce of gold and on a co-product basis they were \$666 per ounce of gold, \$9.40 per ounce of silver, \$0.69 per lb of lead and \$0.59 per lb of zinc. For the third quarter 2008, the higher cash costs per ounce of gold on a by-product basis compared to the third quarter 2007 are the result of (1) 37% higher direct costs related to higher cost of consumables such as diesel fuel and (2) a 19% reduction in by-product credits due to lower zinc and lead prices. During the third quarter 2008, the joint venture spent \$0.1 million on capital expenditures. Our share of these capital expenditures is 50%. Also in the third quarter 2008, the joint venture distributed \$3.0 million to its principals, 54% of which went to us and 46% of which went to Elkhorn.

Open pit mining at Montana Tunnels ceased on December 5, 2008 and, following the expected completion of milling of stockpiled ore in April 2009, we expect to place the mine on care and maintenance. See the disclosure below under the heading "Recent Events – Cessation of Mining at Montana Tunnels" for additional information.

### Black Fox

On April 14, 2008, we filed a Canadian Instrument, NI 43-101 Technical Report. The mineral reserves reflected in the table below are taken from this report and were calculated based on a gold price of \$650 per ounce.

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Black Fox Probable Reserve Statement as of February 29, 2008

Mining Method	Cutoff Grade Au g/t
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