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FREEPORT MCMORAN COPPER & GOLD INC

Form 8-K

August 02, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2001

FREEPORT-McMoRan COPPER & GOLD INC.

Delaware	1-9916	74-2480931
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification Number)

1615 Poydras Street
New Orleans, Louisiana 70112

Registrant's telephone number, including area code: (504) 582-4000

Item 5. Other Events and Regulation FD Disclosure.

On August 2, 2001, Freeport-McMoRan Copper & Gold Inc. issued the following press release:

NEW ORLEANS, LA, August 2, 2001 - Freeport-McMoRan Copper & Gold Inc. (NYSE: FCX) announced today it has priced a private offering of \$525 million of convertible senior notes due January 31, 2006. The convertible notes have an interest rate of 8 1/4 percent per year and each \$1,000 note is convertible into 69.93 shares of common stock, at the option of the holder, representing a 30 percent premium over the closing price on August 1, 2001 of FCX's Class B shares on the NYSE. This offering will generate net proceeds of approximately \$506 million, a portion of which will be used to purchase U.S. government securities to be held in escrow to pay interest on the bonds for the first 6 semi-annual interest payments (three years). Net proceeds of the offering will be used to repay a portion of FCX's borrowings under its existing bank credit facilities. The closing date for the offering is scheduled for August 7, 2001.

The notes are being offered only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933. The notes and the common stock issuable upon conversion of

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the notes will not be registered under the Securities Act of 1933 or the securities laws of any other jurisdiction. Unless they are registered, the notes may be offered and sold only in transactions that are exempt from registration under the Securities Act of 1933 or the securities laws of any other jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy the notes.

SIGNATURE

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.

FREEPORT-McMoRan COPPER & GOLD INC.

By: \s\ C. Donald Whitmire, Jr.

C. Donald Whitmire, Jr.
Vice President and Controller-
Financial Reporting
(authorized signatory and
Principal Accounting
Officer)

Date: August 2, 2001