

ELDORADO GOLD CORP /FI  
Form 40-F/A  
April 03, 2009  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 40-F/A

(Amendment No. 1)

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, 2008

Commission file number: 001-31522

## ELDORADO GOLD 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)

**N/A**

(I.R.S. Employer Identification No.)

**Suite 1188 – 550 Burrard Street  
Vancouver, British Columbia, Canada V6C 2B5  
(604) 687-4018**

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

**CT Corporation System**

**11 Eighth Avenue, 13<sup>th</sup> Floor**

Copies to:

**Kenneth G. Sam**

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New York, New York 10011

(212) 894-8940

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

Dorsey & Whitney LLP

Republic Plaza Building, Suite 4700

370 Seventeenth Street

Denver, Colorado 80202

(303) 629-3445

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

Title of Each Class:  
**Common Shares, no par value**

Name of Each Exchange On Which Registered:  
**NYSE Amex**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **N/A**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **N/A**

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: As at December 31, 2008, 368,278,029 common shares of the Registrant were issued and outstanding.

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**

Eldorado Gold Corporation (the “Company” or the “Registrant”) is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on Form 40-F/A pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act. The equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is filing this amendment number one to its annual report on Form 40-F, as originally filed on March 31, 2009, to file the consent of Roberto Costa, Roberto Costa Engenharia Ltda. No other amendments are being made to the annual report on Form 40-F as originally filed.

**EXHIBITS**

**Annual Information**

- 1.\* Annual Information Form of the Company for the year ended December 31, 2008
- 2.\* The following audited consolidated financial statements of the Company, are exhibits to and form a part of this Report:  
Auditors’ Reports on Consolidated Financial Statements and Internal Control Over Financial Reporting  
Consolidated Balance Sheets as of December 31, 2008 and 2007  
Consolidated Statements of Operations and Deficit for the years ended December 31, 2008, 2007 and 2006  
Consolidated Statement of Cash Flows for the years ended December 31, 2008, 2007 and 2006  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2008 and 2007  
Notes to Consolidated Financial Statements (which includes a reconciliation with United States GAAP)
- 3.\* Management Discussion and Analysis

**Certifications**

- 4. Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 5. Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 6. Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 7. Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**Consents**

- 8.\* Consent of PricewaterhouseCoopers LLP
- 9.\* Consent of Gary Giroux, Micon International Limited
- 11.\* Consent of John Edward Hearne, RSG Global Pty Ltd
- 12.\* Consents of Andy Nichols, Andre de Ruijter and Richard Alexander, Wardrop Engineering Inc.

- 13. Consent of Roberto Costa, Roberto Costa Engenharia Ltda
- 14.\* Consent of Luke Evans, P.Eng. Scott Wilson Roscoe Postle Associates Inc.
- 15.\* Consent of Mr. Richard Miller, P.Eng. and Eldorado Gold Corporation
- 16.\* Consent of Mr. Norman Pitcher, P. Geo and COO, Eldorado Gold Corporation
- 17.\* Consent of Mr. Stephen Juras, P. Geo and Manager, Geology of Eldorado Gold Corporation

\* - Previously filed with the Company's annual report on Form 40-F as filed with the Securities and Exchange Commission on March 31, 2009.

**UNDERTAKING**

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**CONSENT TO SERVICE OF PROCESS**

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with the SEC on November 5, 2004, which is hereby incorporated by reference, with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F/A arises.

**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/A and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized.

**ELDORADO GOLD CORPORATION**

By: /s/ Paul N. Wright  
Name: Paul N. Wright  
Title: Chief Executive Officer  
Date: April 3, 2009



**EXHIBIT INDEX**

The following documents are being filed as exhibits to this amendment number one to the annual report on Form 40-F.

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13. Consent of Roberto Costa, Roberto Costa Engenharia Ltda
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