

GEOVIC MINING CORP.  
Form S-8  
August 19, 2008

As filed with the Securities and Exchange Commission on August 19, 2008

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

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**GEOVIC MINING CORP.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**20-5919886**  
(IRS Employer  
Identification No.)

**743 Horizon Court, Suite 300A**

**Grand Junction Colorado 81506**

(Address of principal executive offices, including zip code)

**Geovic Mining Corp. Second Amended and Restated Stock Option Plan**

(Full title of the plan)

**John E. Sherborne**

**Chief Executive Officer**

**743 Horizon Court, Suite 300A**

**Grand Junction, Colorado 81506**

**(970) 256-9681**

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

*Copies To:*

**Alan W. Peryam, Esq.**

**Alan W. Peryam, LLC**

**555 East 8th Ave**

**Denver, Colorado 80203**

**(303) 866-0900**

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. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer  
(do not check if a  
smaller reporting company)

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

| Title of securities<br>to be registered    | Amount to be<br>Registered (1) | Proposed maximum<br>offering price<br>per share (2) | Proposed maximum<br>aggregate<br>offering price(2) | Amount of<br>registration fee |
|--|--------------------------------|---|--|-------------------------------|
| Common Stock, par value \$0.0001 per share | 18,700,000                     | \$1.15  | \$21,505,000                                       | \$845.15                      |

- (1) This registration statement on Form S-8 (this Registration Statement) shall also cover any additional shares of common stock, par value \$0.0001 per share (the Common Stock) which become issuable under the plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Pursuant to Rule 457(c) and 457(h) under the Securities Act, the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price as to the 18,700,000 shares of Common Stock registered with respect to future issuances under the Plan is based on the average of the high and low prices of the Common Stock reported on the Toronto Stock Exchange on August 18, 2008 and converted into U.S. dollars and is estimated solely for the purpose of calculating the registration fee.
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**EXPLANATORY NOTE**

The Registrant files this Registration Statement on Form S-8 (the "*Registration Statement*") relating to the sale of up to 18,700,000 shares of Common Stock, par value \$0.0001 per share, of the Registrant. The shares of Common Stock are deliverable upon exercise of stock options granted under the Geovic Mining Corp. Amended and Restated Stock Option Plan (the "*Plan*"), which was amended on June 6, 2008. The Plan, and the shares issuable thereunder, were originally registered with the Securities and Exchange Commission on the Registrant's Registration Statement on Form S-8 (Registration No. 333-148843), the contents of which are hereby incorporated by reference in their entirety.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Grand Junction, State of Colorado on the 19th day of August 2008.

Geovic Mining Corp

By: /s/ John E. Sherborne

Name: John E. Sherborne

Title: Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints, jointly and severally, John E. Sherborne, William A. Buckovic and Greg Hill, his true and lawful attorneys-in-fact and agents, each of whom may act alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign (1) a registration statement on Form S-8, or such other form as may be recommended by counsel, to be filed with the Securities and Exchange Commission (the *Commission*), and any and all amendments and post-effective amendments thereto, and any and all post-effective amendments to registration statements or statements on Form S-8 previously filed with the Commission, and any and all instruments and documents filed as a part of or in connection with the said registration statement or amendments thereto, with respect to the Company's benefit and incentive plans, and (2) any registration statements, reports and applications relating thereto to be filed by the Company with the Commission and/or any national securities exchanges under the Securities Exchange Act of 1934, as amended, and any and all amendments thereto, and any and all instruments and documents filed as part of or in connection with such registration statements or reports or amendments thereto; granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he might or could do in person, and hereby ratifying and confirming all that the said attorneys-in-fact and agents or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| <u>Signature</u>   | <u>Title</u>   | <u>Date</u>     |
|--|--|-----------------|
| /s/ John E. Sherborne<br>John E. Sherborne                 | Chief Executive Officer and Director<br><i>(Principal Executive Officer)</i>                         | August 19, 2008 |
| /s/ William A. Buckovic<br>William A. Buckovic             | President and Director   | August 19, 2008 |
| /s/ Greg Hill<br>Greg Hill                                 | Chief Financial Officer<br><i>(Principal Financial Officer and<br/>Principal Accounting Officer)</i> | August 19, 2008 |
| /s/ Robert J. (Don) MacDonald<br>Robert J. (Don) MacDonald | Director   | August 19, 2008 |
| /s/ Michael T. Mason<br>Michael T. Mason                   | Director   | August 19, 2008 |
| /s/ Wade Nesmith<br>Wade Nesmith                           | Director   | August 19, 2008 |
| /s/ Gregg Sedun<br>Gregg Sedun                             | Director   | August 19, 2008 |

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**Exhibit Index**

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | Certificate of Incorporation (incorporated herein by reference to the Registrant's Registration Statement on Form 10 (No. 000-52646), filed with the Commission on May 14, 2007). |
| 4.2            | By-Laws (incorporated herein by reference to the Registrant's Registration Statement on Form 10 (No. 000-52646), filed with the Commission on May 14, 2007).                      |
| *4.4           | Geovic Mining Corp. Second Amended and Restated Stock Option Plan (June 6, 2008).   |
| *5.1           | Opinion of Zupkus & Angell, P.C. regarding the legality of the securities being offered hereby.   |
| *23.1          | Consent of Ernst & Young LLP.   |
| *23.2          | Consent of Pincock, Allen and Holt.   |
| *24.1          | Powers of Attorney (included on signature page of this Registration Statement on Form S-8).   |

\* Filed herewith.