

FREEPORT MCMORAN COPPER & GOLD INC  
Form S-8 POS  
August 01, 2013

As filed with the Securities and Exchange Commission on August 1, 2013.

Registration No. 033-63267

Registration No. 033-63269

Registration No. 033-63271

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-63267**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-63269**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 033-63271**

*UNDER*

*THE SECURITIES ACT OF 1933*

**FREEPORT-McMoRAN COPPER & GOLD INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**74-2480931**  
(I.R.S. Employer  
Identification No.)

**333 North Central Avenue**

**Phoenix, Arizona 85004**

(Address, including zip code, of Principal Executive Offices)

**Freeport-McMoRan Copper & Gold Inc. Adjusted Stock Award Plan**

**Freeport-McMoRan Copper & Gold Inc. 1995 Stock Option Plan**

**Freeport-McMoRan Copper & Gold Inc. 1995 Stock Option Plan for Non-Employee Directors**

(Full title of the plans)

**Douglas N. Currault II**

**Assistant General Counsel and Corporate Secretary**

**Freeport-McMoRan Copper & Gold Inc.**

**333 North Central Avenue**

**Phoenix, Arizona 85004-2189**

**(602) 366-8100**

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

*Copy to:*

**Kelly Simoneaux**

**Jones Walker LLP**

**201 St. Charles Avenue**

**New Orleans, Louisiana 70170-5100**

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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 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

**DEREGISTRATION**

These post-effective amendments relate to the following registration statements on Form S-8 (collectively, the Registration Statements ) filed by Freeport-McMoRan Copper & Gold Inc., a Delaware corporation (the Company ), with the Securities and Exchange Commission (the SEC ):

Registration No. 033-63267, filed with the SEC on October 6, 1995, registering 7,824,376 shares of the Company's Class B common stock, par value \$0.10 per share, issuable under the Freeport-McMoRan Copper & Gold Inc. Adjusted Stock Award Plan;

Registration No. 033-63269, filed with the SEC on October 6, 1995, registering 10,000,000 shares of the Company's Class B common stock, par value \$0.10 per share, issuable under the Freeport-McMoRan Copper & Gold Inc. 1995 Stock Option Plan; and

Registration No. 033-63271, filed with the SEC on October 6, 1995, registering 2,000,000 shares of the Company's Class B common stock, par value \$0.10 per share, issuable under the Freeport-McMoRan Copper & Gold Inc. 1995 Stock Option Plan for Non-Employee Directors.

In accordance with the undertakings contained in the Registration Statements, the Registrant hereby files these post-effective amendments to the Registration Statements to deregister all of the securities of the Company registered under the Registration Statements (consisting of shares of Class A common stock, shares of Class B common stock and related preferred stock purchase rights) that remain unsold on the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 these post-effective amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on August 1, 2013.

Freeport-McMoRan Copper & Gold Inc.

By: /s/ Kathleen L. Quirk  
 Kathleen L. Quirk  
 Executive Vice President,  
 Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, these post-effective amendments to the Registration Statements have been signed by the following persons in the capacities indicated on August 1, 2013.

| Signature  | Title  |
|--|--|
| /s/ James R. Moffett<br>James R. Moffett                   | Chairman of the Board  |
| /s/ Richard C. Adkerson<br><br>Richard C. Adkerson         | Vice Chairman, President,<br><br>Chief Executive Officer<br><br><i>(Principal Executive Officer)</i>               |
| /s/ James C. Flores<br>James C. Flores                     | Vice Chairman of the Board   |
| /s/ B.M. Rankin, Jr.<br>B. M. Rankin, Jr.                  | Vice Chairman of the Board   |
| /s/ Kathleen L. Quirk<br><br>Kathleen L. Quirk             | Executive Vice President, Chief<br><br>Financial Officer and Treasurer<br><br><i>(Principal Financial Officer)</i> |
| /s/ C. Donald Whitmire, Jr.<br><br>C. Donald Whitmire, Jr. | Vice President and Controller -<br><br>Financial Reporting<br><br><i>(Principal Accounting Officer)</i>            |
| /s/ Robert J. Allison, Jr.<br>Robert J. Allison, Jr.       | Director   |

|  |          |
|--|----------|
| /s/ Alan R. Buckwalter, III<br>Alan R. Buckwalter, III | Director |
| /s/ Robert A. Day<br>Robert A. Day                     | Director |
| /s/ Gerald J. Ford<br>Gerald J. Ford                   | Director |
| /s/ Thomas A. Fry, III<br>Thomas A. Fry, III           | Director |
| /s/ H. Devon Graham, Jr.<br>H. Devon Graham, Jr.       | Director |
| /s/ Charles C. Krulak<br>Charles C. Krulak             | Director |
| /s/ Bobby Lee Lackey<br>Bobby Lee Lackey               | Director |
| /s/ Jon C. Madonna<br>Jon C. Madonna                   | Director |
| /s/ Dustan E. McCoy<br>Dustan E. McCoy                 | Director |
| /s/ Stephen H. Siegele<br>Stephen H. Siegele           | Director |