

GOLDCORP INC
Form FWP
June 04, 2014

**Filed Pursuant to Rule 433
Registration No. 333-196337**

A final short form base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authority in the Province of British Columbia. A copy of the final short form base shelf prospectus, any amendment to the final short form base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final short form base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

June 4, 2014

GOLDCORP INC.

Pricing Term Sheet

US\$1,000,000,000 consisting of

US\$550,000,000 3.625% Notes due 2021

US\$450,000,000 5.450% Notes due 2044

US\$550,000,000 3.625% Notes due 2021

Issuer:	Goldcorp Inc.
Format:	SEC Registered: Registration Statement No. 333-196337
Size:	US\$550,000,000
Maturity Date:	June 9, 2021
Coupon:	3.625%
Yield:	3.646%
Spread to Benchmark Treasury:	+145 basis points
Benchmark Treasury:	2.000% due May 31, 2021
Benchmark Treasury Price; Yield:	98-23+; 2.196%
Interest Payment Dates:	Semi-annually on June 9 and December 9 of each year, commencing December 9, 2014.
Optional Redemption:	Make-whole call at T+25 basis points at any time prior to April 9, 2021.

Callable at 100% at any time on or after April 9, 2021
(two months prior to the Maturity Date).

Price to Public:

99.871%

Net Proceeds to the Issuer (before expenses):

US\$545,853,000

Trade Date: June 4, 2014
Settlement Date: June 9, 2014 (T+3)
Minimum Denominations: US\$2,000 x US\$1,000
CUSIP/ISIN: 380956 AF9 / US380956AF94
Expected Ratings*: INTENTIONALLY OMITTED
Joint Book-Running Managers: HSBC Securities (USA) Inc.
Morgan Stanley & Co. LLC
CIBC World Markets Corp.
Scotia Capital (USA) Inc.
RBC Capital Markets, LLC
Co-Managers: Credit Suisse Securities (USA) LLC
Mitsubishi UFJ Securities (USA), Inc.
RBS Securities Inc.
SMBC Nikko Securities Americas, Inc.

US\$450,000,000 5.450% Notes due 2044

Issuer: Goldcorp Inc.
Format: SEC Registered: Registration Statement No. 333-196337
Size: US\$450,000,000
Maturity Date: June 9, 2044
Coupon: 5.450%
Yield: 5.483%
Spread to Benchmark Treasury: +205 basis points
Benchmark Treasury: 3.625% due February 15, 2044
Benchmark Treasury Price; Yield: 103-18; 3.433%
Interest Payment Dates: Semi-annually on June 9 and December 9 of each year, commencing December 9, 2014.
Optional Redemption: Make-whole call at T+35 basis points at any time prior to December 9, 2043.

Callable at 100% at any time on or after

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December 9, 2043 (six months prior to the Maturity Date).

Price to Public:

99.517%

Net Proceeds to the Issuer (before expenses):

US\$443,889,000

Trade Date: June 4, 2014
Settlement Date: June 9, 2014 (T+3)
Minimum Denominations: US\$2,000 x US\$1,000
CUSIP/ISIN: 380956 AE2 / US380956AE20
Expected Ratings*: INTENTIONALLY OMITTED
Joint Book-Running Managers: HSBC Securities (USA) Inc.
Morgan Stanley & Co. LLC
CIBC World Markets Corp.
Scotia Capital (USA) Inc.
RBC Capital Markets, LLC
Co-Managers: Credit Suisse Securities (USA) LLC
Mitsubishi UFJ Securities (USA), Inc.
RBS Securities Inc.
SMBC Nikko Securities Americas, Inc.

***Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement if you request it by calling HSBC Securities (USA) Inc. at 1-866-811-8049 or Morgan Stanley & Co. LLC at 1-866-718-1649.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.