

Thompson Creek Metals Co Inc.

Form 4

October 21, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Giardini Anne

(Last) (First) (Middle)

C/O THOMPSON CREEK  
METALS COMPANY INC., 26  
WEST DRY CREEK CIRCLE,  
SUITE 810

(Street)

LITTLETON, CO 80120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Thompson Creek Metals Co Inc.  
[TCPTF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	10/20/2016		D		51,754	D	<u>11</u> 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.8 <sup>(2)</sup>	10/20/2016		D	50,000	<sup>(2)</sup> 08/17/2020	Common Stock 50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Giardini Anne C/O THOMPSON CREEK METALS COMPANY INC. 26 WEST DRY CREEK CIRCLE, SUITE 810 LITTLETON, CO 80120	X

## Signatures

/s/ Jason Day, Attorney  
in Fact 10/21/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On October 20, 2016, pursuant to the previously announced arrangement (the "Arrangement") with Centerra Gold Inc. ("Centerra"), whereby Centerra acquired all of the outstanding common stock of Thompson Creek Metals Company Inc. (the "Issuer") and, as a result, the Issuer became a wholly-owned subsidiary of Centerra, each share of common stock of the Issuer was exchanged for 0.0988 of a share of common stock of Centerra (the "Exchange Ratio").

(2) In connection with the Arrangement, all unvested stock options were accelerated, and each stock option was exchanged for a stock option to buy common stock of Centerra in an amount based on the Exchange Ratio.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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