

Thompson Creek Metals CO Inc.
Form 8-K
May 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 6, 2010**

THOMPSON CREEK METALS COMPANY INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or Other Jurisdiction
of Incorporation)

001-33783
(Commission
File Number)

98-0583591
(IRS Employer
Identification No.)

26 West Dry Creek Circle
Suite 810
Littleton, Colorado 80120

(Address of Principal Executive Offices)

(303) 761-8801

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Registrant's Telephone Number, Including Area Code

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Items to be Included in this Report

Item 5.02(e). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of the Thompson Creek Metals Company Inc. 2010 Employee Stock Purchase Plan

At the annual meeting of shareholders of Thompson Creek Metals Company Inc. (the Company) held on May 6, 2010 (the 2010 Annual Meeting), the Company's shareholders approved the Thompson Creek Metals Company Inc. 2010 Employee Stock Purchase Plan (the ESPP). The ESPP will go into effect on July 1, 2010. The ESPP had previously been approved by the Company's Board of Directors, upon the recommendation of its Compensation and Governance Committee, subject to shareholder approval.

For a description of the terms and conditions of the ESPP, see Approval of 2010 Employee Stock Purchase Plan (Proposal 2) in the Company's Definitive Proxy Statement for the 2010 Annual Meeting filed with the United States Securities and Exchange Commission (the SEC) on April 8, 2010 (the Proxy Statement), which description is incorporated herein by reference. The foregoing is qualified in its entirety by reference to the copy of the ESPP filed as Exhibit A to the Proxy Statement, which is incorporated herein by reference.

Approval of the Thompson Creek Metals Company Inc. 2010 Long-Term Incentive Plan

At the 2010 Annual Meeting, the Company's shareholders also approved the Thompson Creek Metals Company Inc. 2010 Long-Term Incentive Plan (the LTIP). The LTIP became effective upon such shareholder approval. The LTIP had previously been approved by the Company's Board of Directors, upon the recommendation of its Compensation and Governance Committee, subject to shareholder approval.

For a description of the terms and conditions of the LTIP, see Approval of 2010 Long-Term Incentive Plan (Proposal 3) in the Proxy Statement, and the amendments to the LTIP included in the Definitive Additional Materials filed with the SEC on April 23, 2010 (the Supplement), which descriptions are incorporated herein by reference. The foregoing is qualified in its entirety by reference to the copy of the LTIP filed as Exhibit B to the Proxy Statement, as amended by the Supplement, which is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

The following is a summary of the matters voted on at the 2010 Annual Meeting:

1. **The nominees for election to the Board of Directors**, until the next annual meeting of shareholders or until their respective successors are duly elected and qualified, **were elected based upon the following votes:**

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| Nominee | Votes For | Votes Withheld | Broker Non Votes |
|--------------------|------------------|-----------------------|-------------------------|
| Denis C. Arsenault | 78,488,889 | 1,295,988 | 0 |
| Carol T. Banducci | 78,588,705 | 1,196,172 | 0 |
| James L. Freer | 78,400,776 | 1,384,101 | 0 |
| James P. Geyer | 78,608,744 | 1,176,133 | 0 |
| Timothy J. Haddon | 78,478,180 | 1,306,697 | 0 |
| Kevin Loughrey | 72,489,693 | 7,295,184 | 0 |
| Thomas J. O Neil | 78,599,559 | 1,185,318 | 0 |

2. **The proposal to approve the Thompson Creek Metals Company Inc. 2010 Employee Stock Purchase Plan was approved based upon the following votes:**

| | |
|------------------|------------|
| Votes for | 75,547,031 |
| Votes against | 1,993,310 |
| Abstentions | 2,242,536 |
| Broker non-votes | 2,000 |

3. **The proposal to approve the Thompson Creek Metals Company Inc. 2010 Long-Term Incentive Plan was approved based upon the following votes:**

| | |
|------------------|------------|
| Votes for | 65,028,866 |
| Votes against | 12,270,782 |
| Abstentions | 2,485,229 |
| Broker non-votes | 0 |

4. The proposal to appoint KPMG LLP as the Company's independent auditors from their engagement through the next annual meeting of shareholders **was approved based upon the following votes:**

| | |
|------------------|------------|
| Votes for | 79,244,399 |
| Votes withheld | 540,478 |
| Broker non-votes | 0 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Thompson Creek Metals Company Inc. 2010 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit A to the Definitive Proxy Statement filed by Thompson Creek Metals Company Inc. with the SEC on April 8, 2010). |
| 99.2 | Thompson Creek Metals Company Inc. 2010 Long-Term Incentive Plan (incorporated herein by reference to Exhibit B to the Definitive Proxy Statement filed by Thompson Creek Metals Company Inc. with the SEC on April 8, 2010). |
| 99.3 | Amendments to the Thompson Creek Metals Company Inc. 2010 Long-Term Incentive Plan (incorporated herein by reference to the Definitive Additional Materials filed with the SEC on April 23, 2010). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THOMPSON CREEK METALS COMPANY INC.

Date: May 12, 2010

By: /s/ Dale Huffman
Name: Dale Huffman
Title: Vice President and General Counsel

Exhibit Index

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