

IAMGOLD CORP  
Form 40-F/A  
March 09, 2009

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

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**AMENDMENT NO. 2  
to  
FORM 40-F**

- o **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934  
OR**
- ý **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2007

Commission file number: 001-31528

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**IAMGOLD Corporation**

(Exact Name of Registrant as Specified in its Charter)

<b>Canada</b> (Province or other jurisdiction of incorporation or organization)	<b>1040</b> (Primary Standard Industrial Classification Code)	<b>Not Applicable</b> (I.R.S. Employer Identification No.)
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**401 Bay Street, Suite 3200  
P.O. Box 153  
Toronto, Ontario M5H 2Y4  
(416) 360-4710**

(Address and Telephone Number of Registrant's Principal Executive Offices)

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**DL Services, Inc.  
U.S. Bank Center  
1420 5<sup>th</sup> Avenue, Suite 3400  
Seattle, WA 98101-4010  
(206) 903-8800**

(Name, address (including zip code) and telephone number)

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(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:

**Common Shares, no par value**

Name of Each Exchange On Which Registered:

**New York Stock Exchange**

**Toronto Stock Exchange**

**Botswana Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 293,763,672

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes

No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

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**EXPLANATORY NOTE FOR 2007**

This Amendment No. 2 to Form 40-F for the year ended December 31, 2007 is being filed to correct the accounting for stripping costs in the Reconciliation with United States Generally Accepted Accounting Principles Item 17 for the years ended December 31, 2007, 2006 and 2005 as described in Note 1 and to revise the reconciliation from Item 17, as previously filed, to Item 18 in the amended Exhibit 99.4. As a result, the Report of KPMG LLP and the Consent of KPMG LLP have been amended in Exhibits 99.6 and 99.39 and the certifications of the Chief Executive Officer and the Chief Financial Officer and the previous consent of KPMG LLP have been re-filed in Exhibits 99.8, 99.9 and 99.7 respectively.

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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

IAMGOLD CORPORATION

By:           /s/ JOSEPH F. CONWAY          

Name: Joseph F. Conway

Title: President and Chief Executive Officer

Date: March 9, 2009

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**EXHIBITS**

99.1*	Annual Information Form of the Company for the year ended December 31, 2007
99.2*	Management's Discussion and Analysis
99.3*	Annual Financial Statements
99.4 <sup>(1)</sup>	Reconciliation of Canadian GAAP and United States GAAP
99.5*	Report of KPMG LLP
99.6 <sup>(1)</sup>	Report of KPMG LLP
99.7	Consent of KPMG LLP
99.8	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934
99.9	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.10*	Comments by KPMG LLP, Chartered Accountants
99.11*	Consent of R. Asselin
99.12*	Consent of E. Tremblay
99.13*	Consent of F. Clouston
99.14*	Consent of E. Belzile
99.15*	Consent of P. Godin
99.16*	Consent of R. Marchand
99.17*	Consent of N. Johnson
99.18*	Consent of L. Putland
99.19*	Consent of M. Tomkinson
99.20*	Consent of F. Girard
99.21*	Consent of P. Simard
99.22*	Consent of N. Chouinard
99.23*	Consent of S. Robins
99.24*	Consent of K. Bartsch
99.25*	Consent of S. Thivierge
99.26*	Consent of D. Villeneuve
99.27*	Consent of G. Voicu
99.28*	Consent of P. Pecek
99.29*	Consent of P. Johnson
99.30*	Consent of G. Chapman
99.31*	Consent of P. Levesque
99.32*	Consent of E. Williams
99.33*	Consent of M. Brewster
99.34*	Consent of W. Valiant
99.35*	Consent of W. Roscoe
99.36*	Consent of D. Ross
99.37*	Consent of R. Bray
99.38*	Consent of K. Bischoff
99.39	Consent of KPMG

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\*  
previously filed

(1)  
Replaces exhibit of same description as filed with the annual report on Form 40-F dated March 31, 2008.

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[SIGNATURES](#)