

Edgar Filing: Thompson Creek Metals CO Inc. - Form FWP

Thompson Creek Metals CO Inc.
Form FWP
November 16, 2012

Pricing Term Sheet

Dated November 16, 2012

**Filed pursuant to Rule 433
Issuer Free Writing Prospectus supplementing the
Preliminary Prospectus Supplement
dated November 13, 2012 and the
Prospectus dated May 7, 2012
Registration No. 333-170232**

Thompson Creek Metals Company Inc.

Pricing Term Sheet

\$350,000,000 9.75% Senior Secured First Priority Notes due 2017

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| Issuer: | Thompson Creek Metals Company Inc. |
| Distribution: | SEC registered |
| Security Description: | 9.75% Senior Secured First Priority Notes due 2017 |
| Aggregate Principal Amount: | \$350,000,000 |
| Gross Proceeds: | \$346,766,000 |
| Net Proceeds (Before Expenses): | \$339,906,000 |
| Maturity: | December 1, 2017 |
| Coupon: | 9.75% |
| Offering Price: | 99.076% of principal amount |
| Yield to Maturity: | 10.000% |
| Spread to Benchmark Treasury: | +939 bps |
| Benchmark Treasury: | Treasury Rate 0.75% due 10/31/2017 |
| Ratings*: | B1/B |

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

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| Interest Payment Dates: | Semi-annually on each February 1 and August 1, commencing February 1, 2013 | | | | | | |
|-----------------------------------|--|---------------------|---------------|------------------|----------|---------------------------------|----------|
| Optional redemption: | Make-whole call @ T+50 basis points prior to December 1, 2015, then: <table><thead><tr><th>On or after:</th><th>Price:</th></tr></thead><tbody><tr><td>December 1, 2015</td><td>104.875%</td></tr><tr><td>December 1, 2016 and thereafter</td><td>100.000%</td></tr></tbody></table> | On or after: | Price: | December 1, 2015 | 104.875% | December 1, 2016 and thereafter | 100.000% |
| On or after: | Price: | | | | | | |
| December 1, 2015 | 104.875% | | | | | | |
| December 1, 2016 and thereafter | 100.000% | | | | | | |
| Equity Clawback: | Up to 35% at 109.750% plus accrued and unpaid interest until December 1, 2015 | | | | | | |
| Change of control: | Putable at 101% of principal amount thereof, plus accrued and unpaid interest | | | | | | |
| Other Changes: | <p>The first paragraph under the heading Description of Other Indebtedness and Deferred Revenue Deferred Revenue Gold Stream Arrangement is amended by adding at the end of the last sentence of the first paragraph , including the notes offered hereby .</p> <p>The seventh paragraph under the heading Description of Other Indebtedness and Deferred Revenue Deferred Revenue Gold Stream Arrangement is amended by adding to the end of the penultimate sentence thereof , such security interest, except for the security interest in the designated percentage of payable gold, being subordinated to the liens securing the notes offered hereby as described above.</p> <p>The following sentence shall be added to the Underwriting section of the Preliminary Prospectus Supplement: In addition, we anticipate paying BBVA Securities Inc. a fee of \$140,000 for advisory services in connection with the offering. BBVA Securities Inc. is not acting as an underwriter in this offering.</p> | | | | | | |
| Trade Date: | November 16, 2012 | | | | | | |
| Settlement: | T+6 (November 27, 2012) | | | | | | |
| CUSIP: | 884768 AF9 | | | | | | |
| ISIN: | US884768AF93 | | | | | | |
| Denominations/Multiple: | \$2,000/\$1,000 | | | | | | |
| Sole Book-Running Manager: | Deutsche Bank Securities Inc. | | | | | | |

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| Senior Co-Manager: | RBC Capital Markets LLC |
| Co-Managers: | SG Americas Securities, LLC |
| | Standard Bank Plc |
| | UBS Securities LLC |
| Trustee and U.S. Collateral Agent: | Wells Fargo Bank, National Association |
| Canadian Co-Trustee and Canadian Collateral Agent: | Valiant Trust Company |

The issuer has filed a registration statement (including a prospectus supplement and accompanying prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus supplement and the accompanying 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 to the prospectus supplement and accompanying prospectus if you request it by telephone by calling Deutsche Bank Securities Inc. at (800) 503-4611, by email to prospectus.CPDG@db.com or by mail to Deutsche Bank Securities Inc., Attn.: Prospectus Group, 60 Wall Street, New York, NY 10005-2836.
