

SEABRIDGE GOLD INC
Form SC 13D/A
December 12, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 4)

Under the Securities Exchange Act of 1934

SEABRIDGE GOLD INC.
(Name of Issuer)

Common Stock, No Par Value
(Title of Class of Securities)

811916105

(CUSIP Number)

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 10, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 811916105

1. Names of Reporting Persons.

FCMI FINANCIAL
CORPORATION

Check the Appropriate Box if

2. a Member of a Group (See (a) o
Instructions)

(b) o

3. SEC Use Only

4. Source of Funds (See
Instructions)

WC

Check if Disclosure of Legal

5. Proceedings Is Required o
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

ONTARIO, CANADA

7. Sole Voting Power
of -0-

8. Shared Voting Power
Beneficially 8,856,232

9. Sole Dispositive Power
by -0-

10. Shared Dispositive Power
Each Reporting

Person 8,856,232

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

8,856,232

Check Box if the Aggregate

12. Amount in Row (11) Excludes o
Certain Shares

13. Percent of Class Represented
by Amount in Row (11)

18.8%

14. Type of Reporting Person

CO

2

CUSIP No. 811916105

1. Names of Reporting Persons.

PAN ATLANTIC BANK
AND TRUST LIMITED

Check the Appropriate Box if

2. a Member of a Group (See (a) o
Instructions)

(b) o

3. SEC Use Only

4. Source of Funds (See
Instructions)

WC

Check if Disclosure of Legal

5. Proceedings Is Required o
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

BARBADOS

7. Sole Voting Power

of -0-

8. Shared Voting Power

Beneficially 8,301,232

9. Sole Dispositive Power

by -0-

10. Shared Dispositive Power

Reporting

Person 8,301,232

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

8,301,232

Check Box if the Aggregate

12. Amount in Row (11) Excludes o
Certain Shares

13. Percent of Class Represented
by Amount in Row (11)

17.6%

14. Type of Reporting Person

CO

CUSIP No. 811916105

1. Names of Reporting Persons.
ALBERT D. FRIEDBERG
Check the Appropriate Box if
2. a Member of a Group (See (a) o
Instructions) (b) o
3. SEC Use Only
4. Source of Funds (See
Instructions)
AF,
PF
Check if Disclosure of Legal
5. Proceedings Is Required o
Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of
Organization

CANADA

7. Sole Voting Power
of 21,700
8. Shared Voting Power
Beneficially 9,127,932
9. Sole Dispositive Power
by 21,700
10. Shared Dispositive Power
Reporting
Person 9,127,932
With
Aggregate Amount
11. Beneficially Owned by Each
Reporting Person

9,149,632
Check Box if the Aggregate
12. Amount in Row (11) Excludes x
Certain Shares
13. Percent of Class Represented
by Amount in Row (11)

19.4%
14. Type of Reporting Person

IN

CUSIP No. 811916105

1. Names of Reporting Persons.

NANCY FRIEDBERG

Check the Appropriate Box if

2. a Member of a Group (See (a) o
Instructions)

(b) o

3. SEC Use Only

4. Source of Funds (See
Instructions)

PF

Check if Disclosure of Legal

5. Proceedings Is Required o
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

CANADA

7. Sole Voting Power
Number of 29,125

8. Shared Voting Power
Number of Beneficially 271,700

9. Sole Dispositive Power
Owned by 29,125

10. Shared Dispositive Power
Each Reporting

Person 271,700

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

300,825

Check Box if the Aggregate

12. Amount in Row (11) Excludes o
Certain Shares

13. Percent of Class Represented
by Amount in Row (11)

0.6%

14. Type of Reporting Person

IN

CUSIP No. 811916105

1. Names of Reporting Persons.

THE BUCKINGHAM
CHARITABLE
FOUNDATION

Check the Appropriate Box if

2. a Member of a Group (See (a) o
Instructions)

(b) o

3. SEC Use Only

4. Source of Funds (See
Instructions)

WC

Check if Disclosure of Legal

5. Proceedings Is Required o
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

CANADA

7. Sole Voting Power
Number of 250,000

8. Shared Voting Power
Beneficially

9. Sole Dispositive Power
Owned by 250,000

10. Shared Dispositive Power
Each Reporting
Person -0-

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

250,000

Check Box if the Aggregate

12. Amount in Row (11) Excludes o
Certain Shares

13. Percent of Class Represented
by Amount in Row (11)

0.5%

14. Type of Reporting Person

OO

The Statement on Schedule 13D dated and filed April 1, 2009 filed by FCMI Financial Corporation, a corporation existing under the laws of the province of Ontario, Canada ("FCMI"), Pan Atlantic Bank and Trust Ltd., a Barbados company ("PABTL"), Ms. Nancy Friedberg, an individual, and Mr. Albert D. Friedberg, an individual, as amended by Amendment No. 1 thereto dated and filed November 18, 2009 by FCMI, PABTL, Ms. Friedberg, Mr. Friedberg and by Friedberg Global-Macro Hedge Fund Ltd., a Cayman Island Company ("Global-Macro Fund") and Friedberg Mercantile Group Ltd., a Canadian corporation ("FMG") as additional parties to the Schedule 13D, by Amendment No. 2 thereto dated and filed January 22, 2010 by FCMI, PABTL, Ms. Friedberg, Mr. Friedberg, Global-Macro Fund and FMG and by Amendment No. 3 thereto dated and filed July 8, 2013 by FCMI, PABTL, Ms. Friedberg, Mr. Friedberg and The Buckingham Charitable Foundation ("Buckingham" and, together with FCMI, PABTL, Ms. Friedberg and Mr. Friedberg, the "Filing Persons") (as so amended, the "Statement"), relating to the common stock, \$0.001 par value (the "Common Shares"), of Seabridge Gold Inc., a Canadian corporation (the "Issuer"), is hereby amended with respect to the items set forth below in this Amendment No. 4. Capitalized terms used herein without definition have the same meanings as those ascribed to them in the Statement.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by the addition of the following information:

The purchase price for the 300,000 Common Shares purchased by PABTL reported in Item 5 was CDN \$7.98 per Common Share, for total consideration of CDN \$2,394,000. PABTL obtained the funds used to acquire such shares from its working capital.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by the addition of the following information:

PABTL acquired the additional Common Shares reported in this Schedule 13D (Amendment No 4) for investment and to maintain PABTL's approximate proportionate percentage beneficial ownership interest in the Issuer, after giving effect to the Issuer's private placement of 1,500,000 flow-through Common Shares announced by the Company in its press release issued on November 14, 2013 and filed with its Form 6-K on November 19, 2013.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by the addition of the following information:

On December 10, 2013, PABTL completed the purchase of 300,000 Common Shares in a private transaction for an aggregate purchase price of CDN \$ 2,394,000.

Item 5 of the Schedule 13D is hereby further amended by deleting the information (including the tables provided as part of such information) set forth in Schedule 13D (Amendment No. 3) regarding beneficial ownership of the Issuer's Common Shares by the Filing Persons, and replacing the deleted information with the following information:

