

COEUR D ALENE MINES CORP  
Form 8-K  
May 14, 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 11, 2010  
Coeur d Alene Mines Corporation  
(Exact name of registrant as specified in its charter)**

IDAHO  
(State or other jurisdiction  
of incorporation or organization)

1-8641  
(Commission File Number)

82-0109423  
(IRS Employer Identification No.)

505 Front Ave., P.O. Box I  
Coeur d Alene, Idaho, 83816  
(Address of Principal Executive Offices)  
(208) 667-3511

(Registrant's telephone number, including area code)

N/A

(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 (see General Instructions A.2 below):

- 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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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

At the 2010 Annual Meeting of Shareholders (the Annual Meeting ) of Coeur d Alene Mines Corporation (the Company ) held on May 11, 2010, the Company s stockholders approved the amendment and restatement of the Coeur d Alene Mines Corporation 2003 Long-Term Incentive Plan (the Amended Plan ).

The Amended Plan will be administered by the Compensation Committee of the Board of Directors (the Committee ). Employees of the Company, its affiliates and its subsidiaries, as well as non-employee Directors of the Company, are eligible to participate in the Amended Plan. Up to 4,000,000 shares of the Company s common stock will be authorized for issuance through the Amended Plan, plus any shares subject to outstanding awards under the Coeur d Alene Mines Corporation 2005 Non-employee Directors Equity Incentive Plan as of May 11, 2010 that on or after that date cease to be subject to such awards (other than as a result of exercise for or settlement in vested and nonforfeitable shares). The Amended Plan provides the Committee with the authority to award incentive stock options, nonqualified stock options, stock appreciation rights ( SARs ), restricted stock, restricted stock units ( RSUs ), performance units, performance shares, cash-based awards and stock-based awards.

The Amended Plan provides for limits on the number of shares that may be subject to awards granted to any one participant in any one year as follows: (i) 60,000 shares for awards granted in the form of options; (ii) 60,000 shares for awards granted in the form of SARs, (iii) 60,000 shares for awards granted in the form of restricted stock or RSUs, (iv) 60,000 shares for awards granted in the form of performance shares or performance units and (v) 60,000 shares for awards granted in the form of other stock-based awards. The Amended Plan also provides for an annual per participant limit of \$1,200,000 for cash-based awards. In addition, the Amended Plan provides that non-employee directors may not receive awards (regardless of type) covering more than 60,000 shares in any one year. Options and SARs issued under the Amended Plan will not be repriced, replaced, or regranted through cancellation in exchange for cash, other awards, or a new option or SAR at a reduced exercise or base price, or by lowering the exercise price of a previously granted option or SAR, except (i) with the prior approval of the Company s shareholders or (ii) equitably in connection with changes in outstanding common stock by reason of a merger, stock split, or certain other events. The term of stock options and SARs granted pursuant to the Amended Plan may not exceed ten years, unless granted to participants outside the United States.

The number of shares remaining available for issuance under the Amended Plan will be calculated pursuant to a share-counting formula, pursuant to which each share of common stock issued pursuant to options or SARs awarded under the Amended Plan will reduce the number of shares that remain available for issuance under the Amended Plan by 1, while each share of common stock issued pursuant to any other award under the Amended Plan will reduce the number of shares that remain available for issuance by 1.5.

The amendment and restatement of the Coeur d Alene Mines Corporation 2003 Long-Term Incentive Plan was effective as of May 11, 2010. The Amended Plan will terminate with respect to the grant of new awards on May 11, 2020.

The foregoing description of the terms of the Amended Plan is qualified in its entirety by reference to the actual terms of the Amended Plan, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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

The Company held its Annual Meeting on May 11, 2010, in Coeur d Alene, Idaho. The shareholders voted on the following three proposals at the Annual Meeting. The number of votes cast for and against each proposal and the number of withheld votes, abstentions and broker non-votes are set forth below.

**Proposal 1. Election of Directors**

The shareholders elected the following nine individuals to the Company's Board of Directors for one-year terms expiring at the 2011 annual meeting. The results were as follows:

|                     | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|------------|----------------|-----------------|-------------------------|
| L. Michael Bogert   | 39,066,868 | 19,181         | 2,503,916       | 14,104,933              |
| James J. Curran     | 39,037,097 | 31,271         | 2,521,597       | 14,104,933              |
| Sebastian Edwards   | 39,128,731 | 18,766         | 2,442,468       | 14,104,933              |
| Andrew Lundquist    | 38,230,734 | 19,713         | 3,339,518       | 14,104,933              |
| Robert E. Mellor    | 39,050,135 | 45,788         | 2,494,042       | 14,104,933              |
| John H. Robinson    | 39,047,928 | 32,020         | 2,510,017       | 14,104,933              |
| J. Kenneth Thompson | 38,900,654 | 8,866          | 2,680,445       | 14,104,933              |
| Timothy R. Winterer | 39,050,555 | 30,716         | 2,508,694       | 14,104,933              |
| Dennis E. Wheeler   | 37,782,097 | 48,268         | 3,759,600       | 14,104,933              |

**Proposal 2. Adoption of an Amendment and Restatement of the Coeur d Alene Mines Corporation 2003 Long-Term Incentive Plan**

The shareholders approved the adoption of an amendment and restatement of the 2003 Long-Term Incentive Plan. The results were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 33,386,863 | 7,713,479      | 489,603        | 14,104,953              |

**Proposal 3. Ratification of Appointment of Independent Registered Public Accounting Firm**

The shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2010 fiscal year. The results were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 53,685,270 | 1,478,972      | 530,656        | 0                       |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is filed herewith:

Exhibit

10.1 Amended and Restated 2003 Long-Term Incentive Plan of Coeur d Alene Mines Corporation.

4

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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.

Date: May 14, 2010

Coeur d Alene Mines Corporation

By: /s/ Mitchell J. Krebs

Name: Mitchell J. Krebs

Title: Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 10.1                      | Amended and Restated 2003 Long-Term Incentive Plan of Coeur d Alene Mines Corporation. |