

THOMSON CORP /CAN/  
Form 6-K  
September 28, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 6-K  
REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of September 2007**

**Commission File Number: 1-31349**

**THE THOMSON CORPORATION**  
(Translation of registrant's name into English)  
Metro Center, One Station Place  
Stamford, Connecticut 06902, United States  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.  
Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing 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.  
Yes  No

If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-. The information contained in Exhibit 99.1 of this Form 6-K is incorporated by reference into the registrant's Registration Statement on Form F-9 (File No. 333-128045).

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**SIGNATURES**

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, thereunto duly authorized.

**THE THOMSON CORPORATION**

By: /s/ Edward A. Friedland  
Name: Edward A. Friedland  
Title: Assistant Secretary

Date: September 28, 2007

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**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Terms Agreement dated September 27, 2007 for \$800,000,000 5.70% Notes due 2014.
99.2	Letter of Bear, Stearns & Co. Inc. dated May 12, 2007.

left" valign="top" width="2%">

All Officers and Directors as a Group

221,369,618

6.1%

Other 5% Holders

Common Stock

Merriman Curhan Ford  
600 California Street, 9th Floor  
San Francisco, CA 94108

265,422,999

7.1%

\_\_\_\_\_  
\*(A) =

Percentages reflect ownership based solely on Company records, as if no stock issued has been sold, and as if all warrants owned on February 18, 2010 were exercised. Does not take into account any convertible debentures owned, which are currently convertible.

\*(B) =

Direct Beneficial Ownership.

Note that Mr. John Winfield and his affiliates are not deemed to be beneficial owners of more than 5% of the Common Stock of the Company by virtue of ownership of convertible indebtedness and derivative securities as such convertible indebtedness and convertible securities contain provisions preventing Mr. Winfield from owning more than 4.9% of the issued and outstanding Common Stock of the Company at any time.

## Executive and Director Compensation

The following table sets forth, for the periods indicated, the total compensation for services provided to us in all capacities by all executives who received aggregate compensation exceeding \$100,000 during 2009.

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation		Bonus (\$)	Long-Term Compensation Awards	Stock Grant Compensation (\$)	TOTAL
		Salary (\$)			Securities Underlying Options (#)		
Robert A. Reseigh, Interim CEO (8) (9)	2009	\$ 42,000	\$		-	\$ -	\$ 42,000
Robert T. Faber(1)(2)	2009	180,000		-	-	-	180,000
Robert T. Faber(1)(2)	2008	180,000		-	80,000,000	-	180,000
Robert T. Faber(1)(2)	2007	180,000		-	-	-	180,000
Robert T. Faber(2)	2006	147,500		-	-	-	147,500
Robert T. Faber, President and Chief Executive Officer;	2005	120,000		-	-	-	120,000
Chief Financial Officer	2004	115,000	10,000		-	-	125,000
Jim Golden, COO(3)	2009	150,000		-			150,000
Jim Golden, COO(3)	2008	150,000	69,949		-	-	219,949
Jim Golden, COO(3)	2007	150,000		-	100,000,000	-	150,000
Jim Golden, COO (3)	2006	150,000		-	-	-	150,000
Dennis Anderson, Senior Engineer (4) (5)(7)	2009	92,400		-	-	30,000	122,400
Dennis Anderson, Senior Engineer (4) (5) (7)	2008	76,300		-	-	43,760	120,060
Larry Martin, Chief Geologist (6) (7)	2009	\$ 116,308	\$	-		\$ 40,650	\$ 156,958

(1) Mr. Faber serves as the President and Chief Financial Officer. Mr. Faber served as President and Chief Executive Officer from September 2004 through October 6, 2009 and

Chief Financial Officer since June 2003.

- (2) \$103,000 of Mr. Faber's 2005 - 2009 salary has not yet been paid. We intend to pay this amount in 2010.
- (3) Mr. Golden has served as Chief Operating Officer since October 2006. Prior to October 2006, Mr. Golden served as a consultant to our Company
- (4) Mr. Anderson is a part-time employee who dedicates 70% of his time to GoldSpring.
- (5) Mr. Anderson, as part of his employment arrangement, was granted a 5,000,000 share grant of which 2,500,000 shares were issued in 2008 and 2,500,000 were issued in 2009.

- (6) Mr. Martin, pursuant to his employment agreement, was issued stock grants totaling 3,500,000 shares during 2009.
- (7) We base the value of stock grants at the market value of our common stock at the date of issue.
- (8) Mr. Reseigh was appointed as Chief Executive Officer on October 6, 2009.
- (9) Mr. Reseigh does not draw a salary. Mr. Reseigh invoices us at a rate of \$1,000 per day.

### Stock Options

During 2009, we did not issue stock options to any employee, officer or director. There were, however, shares of common stock underlying unexercised stock options at December 31, 2009. This information is summarized herein below.

Compensation expense for stock options is recognized using the fair value when the stock options are granted and is amortized over the options' vesting period. During the 12 month ended December 31, 2009, \$144,277 was recognized as compensation expense in the consolidated statements of loss with a corresponding increase in contributed deficit. As at December 31, 2009, 176,000,000 stock options were exercisable and the weighted average years to expiration were 8.3 years.

A summary of the option activity under the Company's share base compensation plan for the fiscal years ended December 31, 2009 and 2008 is as follows:

	2009 Options	2009 Weighted Average Exercise Price	2008 Options	2008 Weighted Average Exercise Price
Balance, Beginning of year	182,000,000	\$ 0.01	10,000,000	\$ 0.01
Granted	-	-	182,000,000	0.01
Exercised	-	-	(10,000,000)	0.01
Forfeited	-	-	0	-
Balance, end of year	182,000,000	\$ 0.01	182,000,000	\$ 0.01
Exercisable at December 31,	176,000,000	\$ 0.01	170,000,000	\$ 0.01

### OUTSTANDING STOCK OPTION AWARDS AT FEBRUARY 18, 2010

Name and Principal Position	Option Awards			Option Exercise Price	Option Expiration Date	Fair Value of Options at February 18, 2010
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Securities Underlying Unexercised Options (#) Unearned			
Robert T. Faber	80,000,000	-	-	.01119	01/09/18	\$560,000
Jim Golden	90,000,000	-	-	.00963	12/13/17	629,000
William Nance	2,000,000	-	1,000,000	.02	9/30/18	14,000

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Robert Reseigh	2,000,000	-	1,000,000	.02	9/30/18	14,000
Scott Jolcover	2,000,000	-	1,000,000	.02	9/30/18	14,000
Dennis Anderson	-	-	-	-	-	-
Larry Martin	-	-	-	-	-	-
TOTAL	176,000,000		3,000,000			\$1,231,000

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The fair value of each grant was estimated at February 18, 2010 using the Black-Scholes option pricing model. Black-Scholes utilizes assumptions related to volatility, the risk free interest rate, the dividend yield (which is assumed to be zero, as the Company has not paid, nor anticipates paying any, cash dividends and employee exercise behavior. Expected volatilities utilized in the model are based mainly on the historical volatility of the Company's stock price and other factors.

The following is a summary of the assumptions used and the weighted average grant-date fair value of the stock options.

	02/18/10	2009	2008
Expected volatility	222%	233%	199%
Expected term (years)	5.14	5.14	5.14
Risk free rate	2.48%	2.23%	3.09%
Dividend Yield	0.0%	0.0%	0.0%
Weighted average grant date fair value	\$0.01	\$0.01	\$0.01

#### OUTSTANDING STOCK GRANT AWARDS AT FISCAL YEAR END FOR 2009

Name and Principal Position	Number of Shares or Units of Stock That Have Not Vested	Stock Awards		Market Value of Unearned Shares, Units or Rights That Have Not Vested
		Market Value of Shares or Units of Stock That Have Not Vested	Number of Unearned Shares or Other Rights That Have Not Vested	
Dennis Anderson	-	-	-	-
Jim Golden	-	-	-	-
William Nance	-	-	-	-
Robert Reseigh	-	-	-	-
Scott Jolcover	-	-	-	-
Dennis Anderson	-	-	-	-
Larry Martin	1,500,000	\$ 11,100	-	\$ -

#### Compensation of Directors

The following table summarizes any compensation given in 2009 and 2008:

#### DIRECTOR COMPENSATION TABLE

Name	Year	Fees Paid in Cash (1)	Stock Awards	Fair Value of Stock Grant	Option Awards	Fair Value of Options At Grant	All Other Compensation	Total
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			at			Date		
			Issue Date					
William Nance	2009	\$ 18,750	-	\$ -	-	\$ -	\$ -	\$ 18,750
William Nance	2008	7,500	15,000,000	167,850	3,000,000	71,139	-	246,489
Robert Reseigh	2009	12,088	-	-	-	-	-	12,088
Robert Reseigh	2008	4,834	-	-	3,000,000	71,139	-	75,973
Jonathan Jaffrey (2)	2009	14,667	-	-	-	-	-	14,667
Jonathan Jaffrey	2008	5,667	-	-	3,000,000	71,139	-	76,806
Scott Jolcover	2009	12,088	-	-	-	-	-	12,088
Scott Jolcover	2008	4,834	5,000,000	66,550	3,000,000	71,139	-	142,523
Robert Faber	2009	-	-	-	-	-	-	-
Robert Faber	2008	\$ -	-	\$ -	-	\$ -	\$ -	\$ -

(1) As of January 31, 2010, unpaid director fees totaled \$129,000. We intend to pay this during 2010.

(2) On November 9, 2009, Mr. Jaffrey resigned from the board of directors.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

There were no delinquent filings in 2009, to the Company's actual knowledge.

## DIRECTOR CANDIDATE NOMINEES FOR 2010 ANNUAL MEETING

Stockholders wishing to propose nominees for directors for next year's Annual Meeting of Stockholders should submit such proposed nominees to us by the date that stockholder proposals for next year's Proxy Statement must be received. Refer to "Stockholder Proposals for Annual Meeting in 2010." All nominees proposed by stockholders will be considered by the board of directors in making its nominations for directors, but not every proposed nominee will be accepted. Stockholders also have the right to nominate persons for election as directors in accordance with procedures set forth in our By-Laws.

## STOCKHOLDER PROPOSALS FOR 2010 ANNUAL MEETING

The date has not been set for our 2010 Annual Meeting of Shareholders. If a stockholder wishes to submit a stockholder proposal pursuant to Rule 14a-5(e) of the Exchange Act for inclusion in our Proxy Statement for the 2010 Annual Meeting of Stockholders, we must receive such proposal and supporting statements, if any, at our principal executive office at a reasonable time before we begin to print our annual meeting proxy statement. A stockholder's notice to our secretary must set forth as to each matter the stockholder proposes to bring before the 2010 Annual Meeting of Stockholders: (1) a brief description of the business desired to be brought before the 2010 Annual Meeting of Stockholders; (2) the reason(s) for conducting such business at the 2010 Annual Meeting of Stockholders; (3) the name and record address of the stockholder proposing such business; (4) the class and number of our shares that are beneficially owned by the stockholder proposing such business; and (5) any financial interest in the proposed business of the stockholder proposing such business.

If a stockholder wishes to submit a stockholder proposal outside of Rule 14a-5(e) to be brought before the 2010 Annual Meeting of Stockholders, the stockholder must give timely notice in writing to our secretary. We must receive such notice at our principal executive office not less than 60 days nor more than 90 days prior to the date of the 2010 Annual Meeting of Stockholders, pursuant to our By-Laws

## DELIVERY OF DOCUMENTS TO STOCKHOLDERS

HOUSEHOLDING INFORMATION: As permitted by the SEC's proxy statement rules, we will deliver only one copy of this proxy statement to two or more shareholders who share an address, unless we have received contrary instructions from one or more of the shareholders. We will deliver promptly, upon written or oral request, a separate copy of the annual report or proxy statement to a shareholder at a shared address to which a single copy of the documents was delivered. Conversely, shareholders sharing an address who are receiving multiple copies of our annual reports or proxy statements may request delivery of a single copy. Such a request must be directed to the Shareholders Department of the transfer agent by phone at 1-303.282.4800 or by mail to Corporate Stock Transfer, 3200 Cherry Creek Drive S., Denver, CO 80209, Attention: Shareholders Department. Each request must include the name of the stockholder, the name of his brokerage firm and the account number of his brokerage account. Please allow 78 hours from receipt by the transfer agent for any such request to take effect.

## WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT THE COMPANY

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The Company files reports, proxy and Proxy Statements and other information with the SEC. Such reports, statements and other information filed by the Company with the SEC can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. Furthermore, the SEC maintains a Web site that contains reports, proxy and Proxy Statements and other information regarding the Company. The address of such Web site is <http://www.sec.gov>.

By: /s/ Robert T. Faber  
Name: Robert T. Faber  
Title: CFO and  
President

February 25, 2010

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EXHIBIT A

CERTIFICATE OF CHANGE TO ARTICLES OF INCORPORATION OF GOLDSRING, INC.

The undersigned hereby certifies as follows:

ONE: That they are the President and Secretary, respectively, of GoldSpring, Inc., a Nevada Corporation (the "Corporation").

TWO: That, at a meeting of the Board of Directors held on January 5, 2010 which was approved by a subsequent stockholders' vote, the Corporation resolved to amend its Articles of Incorporation, as follows:

IT IS RESOLVED, that the Articles of Incorporation are hereby amended to read as follows:

TH: That the Board of Directors be authorized, without further approval of the shareholders, to take all steps necessary to effect, or in its discretion not to effect, a reverse split of the Common Stock of the Corporation on the basis of a ratio 200 PRE-SPLIT shares for every one POST-SPLIT share of Common Stock, to be implemented by the Corporation's Board of Directors in its sole discretion (the "Reverse Split"), and further that the Board of Director be authorized to take all others actions necessary and appropriate to effect such Reverse Split if so required.

THREE: This change was approved by the required vote of stockholders in accordance with the Corporation's law of the state of Nevada. The total number of outstanding shares of each class entitled to vote for the change was \_\_\_\_\_. The number of shares of each class voting for the change equaled or exceeded the vote required. The change was approved by a vote of \_\_\_\_\_ shares, or \_\_\_\_\_ % of all shares entitled to vote.

Dated:

We the undersigned, hereby declare under penalty of perjury, in accordance with the laws of the state of Nevada, that we are the President and Secretary of the above-referenced Corporation, that we executed this Certificate of Amendment to the Articles of Incorporation, that we have personal knowledge of the information contained therein, and that the information contained therein is true and correct.

By: \_\_\_\_\_

Title:

By: \_\_\_\_\_

Title: