

FREEPORT MCMORAN COPPER & GOLD INC
Form SC TO-I/A
September 11, 2006

As filed with the United States Securities and Exchange Commission September 11, 2006.

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

SCHEDULE TO
Amendment No. 2

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Freeport-McMoRan Copper & Gold Inc.
(Name of Subject Company)

Freeport-McMoRan Copper & Gold Inc.
(Name of Filing Person - Offeror)

7% Convertible Senior Notes due 2011
(Title of Class of Securities)

35671DAJ4 and 3567DAK1
(CUSIP Number of Class of Securities)

Kathleen L. Quirk
Vice President and Treasurer
Freeport-McMoRan Copper & Gold Inc.
1615 Poydras Street
New Orleans, Louisiana 70112
Telephone: (504) 582-4000
Facsimile: (504) 582-4511

*(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of the Filing Person)*

Copies to:
Douglas N. Currault II, Esq.
Jones, Walker, Waechter,
Poitevent, Carrère & Denègre, L.L.P.
201 St. Charles Avenue, 51st Floor
New Orleans, Louisiana 70170

Telephone: (504) 582-8000

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Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
\$552,087,767	\$59,075

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the conversion of all of our outstanding 7% Convertible Senior Notes due 2011 into our Class B Common Stock. If all of the notes are converted, we will pay to the holders thereof an aggregate of \$26,384,670 in cash plus accrued and unpaid interest on the Notes of \$570,039 and issue to the holders thereof an aggregate of 9,496,077 shares of our Class B Common Stock having an aggregate market value of \$525,133,058 (based on the average of the high and low trading prices of our Class B Common Stock on the New York Stock Exchange on August 8, 2006). Based on the maximum value of the offer, the transaction value is equal to \$552,087,767. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and the Fee Rate Advisory #5 for Fiscal Year 2006 (2005-163) issued by the Securities and Exchange Commission on November 23, 2005, equals \$107.00 per million of the transaction value. On August 10, 2006, the date of the original filing, we paid \$16,949 and on August 31, 2006, the date of filing of Amendment No. 1, we paid \$42,126.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the
] offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or
Schedule and the date of its filing.

Amount Previously Paid: \$59,075

Form or Registration No.: Joint Schedule TO-I / 13E-3

Filing Party: Issuer, Freeport-McMoRan Copper & Gold Inc.

Date Filed: Original Filing dated August 10, 2006; Amendment No. 1 dated August 31, 2006

Check the box if the filing relates solely to preliminary communications made before the commencement of a
tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

EXPLANATORY STATEMENT

This Amendment No. 2 amends and supplements the combined Tender Offer Statement on Schedule TO and Rule 13e-3 Transaction Statement (collectively, the "Schedule TO") originally filed with the Securities and Exchange Commission on August 10, 2006 and subsequently amended on August 31, 2006, by Freeport-McMoRan Copper & Gold Inc., a Delaware corporation (the "Company"), pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with its offer ("Offer of Premium") to pay a cash premium of \$90 (the "Conversion Premium"), plus accrued interest up to, but excluding, the conversion date, for each \$1,000 principal amount of 7%

Convertible Senior Notes due 2011 (the “Notes”) that is converted into the Company’s Class B Common Stock (the “Common Stock”), par value \$0.10 per share.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 is hereby amended and supplemented by adding the following information.

The offer expired at 5:00 p.m., New York City time, on September 8, 2006. On September 11, 2006, the Company issued a press release announcing the conversions of \$286.1 million of Notes tendered pursuant to the Offer, a copy of which is filed as Exhibit (a)(5)(iii) to this Amendment No. 2 and which is incorporated herein by reference.

ITEM 12. EXHIBITS.

Exhibit

Number Description

- (a)(1)(i) Offering Circular, dated August 10, 2006.*
- (a)(1)(ii) Form of Special Conversion Letter of Transmittal.*
- (a)(1)(iii) Form of Letter to Registered Holders and DTC Participants.*
- (a)(1)(iv) Form of Letter to Clients.*
- (a)(1)(v) Amended and Restated Offering Circular, dated August 31, 2006.**
- (a)(5)(i) Press Release Regarding Offer, dated August 10, 2006.*
- (a)(5)(ii) Press Release Regarding Extension of Offer, dated August 31, 2006.**
- (a)(5)(iii) Press Release Regarding Results of Tender Offer, dated September 11, 2006.****
- (e) Freeport-McMoRan Copper & Gold Inc. Definitive Proxy Statement on Schedule 14A, dated March 22, 2006, with respect to our 2006 Annual Meeting of Stockholders held on May 4, 2006.***

* Previously filed with Schedule TO-I and 13E-3 filed the SEC on August 10, 2006.

** Previously filed with Amendment No. 1 to Schedule TO-I and 13E-3 filed with the SEC on August 31, 2006.

*** Previously filed with the SEC on March 22, 2006.

**** Filed herewith.

After due inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FREEPORT-McMoRan COPPER & GOLD INC.

By: /s/ Kathleen L. Quirk

Kathleen L. Quirk

Senior Vice President, Chief Financial Officer
& Treasurer

Dated: September 11, 2006

EXHIBIT INDEX

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