

SEABRIDGE GOLD INC
Form SC 13D/A
August 19, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 6)

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)

August 12, 2014

(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 o.

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

Number of
7. Sole Voting Power
of -0-

8. Shared Voting Power

Beneficially 5,357,132

Owned Sole Dispositive Power
9. by -0-

10. Shared Dispositive Power
Reporting

Person 5,357,132

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

5,357,132

Check Box if the Aggregate
12. Amount in Row (11) Excludes o
Certain Shares

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

11.1%

14. Type of Reporting Person

CO

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

Number of
7. Sole Voting Power
of -0-

Number of
8. Shared Voting Power
Beneficially Owned 4,802,132

Number of
9. Sole Dispositive Power
Owned by -0-

Number of
10. Shared Dispositive Power
Reporting

Person 4,802,132

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

4,802,132

Check Box if the Aggregate
12. Amount in Row (11) Excludes o
Certain Shares

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

9.9%

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 5,628,832

9. Sole Dispositive Power
by 21,700

10. Shared Dispositive Power
Reporting

Person 5,628,832

With

Aggregate Amount

11. Beneficially Owned by Each
Reporting Person

5,650,532

Check Box if the Aggregate

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

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

11.7%

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
of 29,125

8. Shared Voting Power
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

5

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

Number of Sole Voting Power
of 250,000

Number of Shared Voting Power
Beneficially

Owned Sole Dispositive Power
by 250,000

Number of Shared Dispositive Power
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 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 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 filed January 22, 2010 by FCMI, PABTL, Ms. Friedberg, Mr. Friedberg, Global-Macro Fund and FMG, by Amendment No. 3 thereto 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"), by Amendment No. 4 thereto filed December 10, 2013 and by Amendment No. 5 thereto filed July 17, 2014 (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. 6. 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 of the 200,00 Common Shares acquired by PABTL on July 29 was CDN \$ 1,714,280. PABTL obtained the funds used to acquire such Common Shares from its working capital. Between August 1, 2014 and August 18, 2014, PABTL purchased 900,900 Common Shares, as described in Item 5 of this Amendment No. 6. PABTL purchased 802,200 Common Shares in transactions effected in United States dollars ("US\$) for an aggregate purchase price of US \$8,001,327, and 98,700 Common Shares in transactions effected in Canadian dollars ("CDN\$") for an aggregate purchase price of CDN \$1,076,338. PABTL obtained the funds used to acquire such shares from its working capital, including the proceeds of the sale of 4,600,000 Common Shares to National Bank of Canada ("NBC") described in Amendment No. 5 to the Filing Persons' Schedule 13D.

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 6) for investment purposes.

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 July 29, 2014, PABTL completed the purchase of 200,000 Common Shares from Oberon Capital Corporation in a private transaction for an aggregate purchase price of CDN \$1,714,280. For additional information regarding this transaction, see Amendment No. 5 to the Filing Persons' Schedule 13D filed July 17, 2014.

On July 16, 2014, PABTL entered into Share Purchase Agreement with NBC for the sale of 4,600,000 Common Shares to NBC in a private transaction for an aggregate purchase price of US \$39,376,000. PABTL and NBC completed the purchase and sale of such 4,600,000 Common Shares on July 21, 2014. Also on July 16, 2014, PABTL entered into a total return swap transaction with NBC with respect to notional number of 4,600,000 underlying Common Shares. For additional information with respect to these transactions, see Amendment No. 5 to the Filing Persons' Schedule 13D filed July 17, 2014.

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Between August 1, 2014 and August 18, 2014, PABTL purchased a total of 900,900 Common Shares in open-market transactions on the New York Stock Exchange (“NYSE”) and the Toronto Stock Exchange (“TSX”), as set forth in the following table. Transactions denominated in US\$ were effected on the NYSE; transactions denominated in CDN\$ were effected on the TSX.

Date	No. of Shares	Price/Share	Total	Price/Share	Total
8/1/2014	23,100 4,200	US \$9.38	US \$216,678	CDN \$10.29	CDN \$43,218
8/4/2014	20,600	US \$9.26	US \$190,756		
8/5/2014	23,400 4,500	US \$9.32	US \$218,088	CDN \$10.18	CDN \$ 45,810
8/6/2014	46,600 7,400	US \$9.71	US \$452,486	CDN \$10.60	CDN \$78,440
8/7/2014	40,700 3,900	US \$9.68	US \$393,976	CDN \$10.58	CDN \$41,262
8/11/2014	104,300 12,600	US \$9.76	US \$1,017,968	CDN \$10.71	CDN \$ 134,946
8/12/2014	352,900 38,100	US \$9.85	US \$3,476,065	CDN \$10.68	CDN \$406,908
8/13/2014	94,700 6,600	US \$10.58	US \$1,001,926	CDN \$11.56	CDN \$76,296
8/14/2014	81,200 6,400	US \$10.79	US \$876,148	CDN \$11.82	CDN \$ 75,648
8/15/2014	8,200 10,700	US \$10.63	US \$87,166	CDN \$11.53	CDN \$123,371
8/19/2014	6,500 4,300	US \$10.78	US \$70,070	CDN \$11.73	CDN \$50,439
Total:	802,200		US \$8,001,327		CDN \$1,076,338

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

On the date of this Schedule 13D (Amendment No. 6), the Filing Persons are the beneficial owners of, in the aggregate, 5,679,657 Common Shares, representing 11.7% of the Issuer's outstanding Common Shares. The Filing Persons' percentage beneficial ownership has been computed as a percentage of 48,386,376 Common Shares outstanding on August 15, 2014, as reported by the Issuer to the Filing Persons in response to an inquiry by them. The number of Common Shares and the percentage of the Issuer's Common Shares beneficially owned by each Filing Person are as follows:

Name	Shares Directly Owned	Percentage Directly Owned	Shares Owned Beneficially	Percentage Owned Beneficially
PABTL	4,802,132			