

GOLDCORP INC  
Form FWP  
March 13, 2013

Filed Pursuant to Rule 433

Registration No. 333-186998

March 13, 2013

GOLDCORP INC.

Pricing Term Sheet

**US\$1,500,000,000 consisting of**

**US\$500,000,000 2.125% Notes due 2018**

**US\$1,000,000,000 3.700% Notes due 2023**

US\$500,000,000 2.125% Notes due 2018

<b>Issuer:</b>	Goldcorp Inc.
<b>Format:</b>	SEC Registered: Registration Statement No. 333-186998
<b>Size:</b>	US\$500,000,000
<b>Maturity Date:</b>	March 15, 2018
<b>Coupon:</b>	2.125%
<b>Yield:</b>	2.226%
<b>Spread to Benchmark Treasury:</b>	135 basis points
<b>Benchmark Treasury:</b>	0.750% due February 28, 2018
<b>Benchmark Treasury Price; Yield:</b>	99-12+; 0.876%
<b>Interest Payment Dates:</b>	Semi-annually on March 15 and September 15 of each year, commencing September 15, 2013
<b>Optional Redemption:</b>	Make-whole call at any time at T+20 basis points.
<b>Price to Public:</b>	99.526%
<b>Net Proceeds to the Issuer (before expenses):</b>	US\$494,630,000
<b>Trade Date:</b>	March 13, 2013
<b>Settlement Date:</b>	March 20, 2013 (T+5)

**Minimum Denominations:** US\$2,000 x US\$1,000

**CUSIP/ISIN:** 380956 AC6 / US380956AC63

**Expected Ratings\*:** Moody s: Baa2  
S&P: BBB+

**Joint Book-Running Managers:** HSBC Securities (USA) Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

**Passive Book-Running Manager:** Morgan Stanley & Co. LLC

**Joint Lead Managers:** Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC

**Senior Co-Managers:** BMO Capital Markets Corp.  
CIBC World Markets Corp.  
RBC Capital Markets, LLC  
Scotia Capital (USA) Inc.  
TD Securities (USA) LLC

**Co-Managers:** Goldman, Sachs & Co.  
Mitsubishi UFJ Securities (USA), Inc.  
RBS Securities Inc.  
SMBC Nikko Capital Markets Limited

US\$1,000,000,000 3.700% Notes due 2023

<b>Issuer:</b>	Goldcorp Inc.
<b>Format:</b>	SEC Registered: Registration Statement No. 333-186998
<b>Size:</b>	US\$1,000,000,000
<b>Maturity Date:</b>	March 15, 2023
<b>Coupon:</b>	3.700%
<b>Yield:</b>	3.769%
<b>Spread to Benchmark Treasury:</b>	175 basis points
<b>Benchmark Treasury:</b>	2.000% due February 15, 2023
<b>Benchmark Treasury Price; Yield:</b>	99-26+; 2.019%
<b>Interest Payment Dates:</b>	Semi-annually on March 15 and September 15 of each year, commencing September 15, 2013
<b>Optional Redemption:</b>	Make-whole call at T+25 basis points at any time prior to December 15, 2022.  Callable at 100% at any time on or after December 15, 2022 (three months prior to the Maturity Date).
<b>Price to Public:</b>	99.431%
<b>Net Proceeds to the Issuer (before expenses):</b>	US\$987,810,000
<b>Trade Date:</b>	March 13, 2013
<b>Settlement Date:</b>	March 20, 2013 (T+5)
<b>Minimum Denominations:</b>	US\$2,000 x US\$1,000
<b>CUSIP/ISIN:</b>	380956 AD4 / US380956AD47

**Expected Ratings\*:** Moody's: Baa2  
S&P: BBB+

**Joint Book-Running Managers:** HSBC Securities (USA) Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

**Passive Book-Running Manager:** Morgan Stanley & Co. LLC

**Joint Lead Managers:** Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC

**Senior Co-Managers:** BMO Capital Markets Corp.  
CIBC World Markets Corp.  
RBC Capital Markets, LLC  
Scotia Capital (USA) Inc.  
TD Securities (USA) LLC

**Co-Managers:** Goldman, Sachs & Co.  
Mitsubishi UFJ Securities (USA), Inc.  
RBS Securities Inc.  
SMBC Nikko Securities Inc.

**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement if you request it by calling HSBC Securities (USA) Inc. at 1-866-811-8049 or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322.

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