

SOUTHERN COPPER CORP/  
Form S-4/A  
July 07, 2006

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 7, 2006

Registration No. 333-135170

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

### FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## SOUTHERN COPPER CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**1000**

(Primary Standard Industrial  
Classification Code Number)

**13-3849074**

(I.R.S. Employer  
Identification No.)

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**2575 East Camelback Road  
Phoenix, Arizona 85016  
(602) 977-6595**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Armando Ortega Gómez, Esq.  
Secretary  
Southern Copper Corporation  
2575 East Camelback Road  
Phoenix, Arizona 85016  
(602) 977-6595**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Michael L. Fitzgerald, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
One Chase Manhattan Plaza  
New York, New York 10005**

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**Approximate date of commencement of proposed exchange offer:**

As soon as practicable after this Registration Statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to be Registered(1)</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Unit(1)</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
7.500% Notes due 2035	\$ 400,000,000	100%	\$ 400,000,000	\$ 42,800.00

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- (1) Estimated based on the face value of the 7.500% Notes due 2035 previously sold in transactions exempt from registration under the Securities Act of 1933, solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

This Amendment No. 1 is being filed solely to amend the Registration Statement filed with the Securities and Exchange Commission on June 20, 2006, to include on the cover page of this Registration Statement the delaying amendment pursuant to Section 8(a) of the Securities Act of 1933, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mexico City, Mexico, on July 7, 2006.

SOUTHERN COPPER CORPORATION

By: /s/ ARMANDO ORTEGA GÓMEZ

Armando Ortega Gómez  
*General Counsel*

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the registration statement has been signed by the following persons in the capacities indicated on July 7, 2006.

Signature	Title
By: _____ * _____ Germán Larrea Mota-Velasco	Chairman of the Board, Director
By: _____ * _____ Oscar González Rocha	President, Chief Executive Officer and Director (Principal Executive Officer)
By: _____ * _____ Xavier García de Quevedo Topete	Executive Vice President, Chief Operating Officer and Director
By: _____ * _____ J. Eduardo González Felix	Chief Financial Officer and Director (Principal Financial Officer)
By: _____ * _____ José N. Chirinos Fano	Comptroller (Principal Accounting Officer)
By: _____ * _____ Emilio Carrillo Gamboa	Director
By: _____ * _____ Jaime F. Collazo González	Director

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By: \_\_\_\_\_ Director  
Harold S. Handelsman

By: \*  
\_\_\_\_\_  
Director  
Germán Larrea Mota-Velasco

By: /s/ ARMANDO ORTEGA GÓMEZ  
\_\_\_\_\_  
Director  
Armando Ortega Gómez

By: \*  
\_\_\_\_\_  
Director  
Luis Miguel Palomino Bonilla

By: \*  
\_\_\_\_\_  
Director  
Gilberto Perezalonso Cifuentes

By: \*  
\_\_\_\_\_  
Director  
Juan Rebolledo Gout

By: \*  
\_\_\_\_\_  
Director  
Carlos Ruiz Sacristán

\*By: /s/ ARMANDO ORTEGA GÓMEZ  
\_\_\_\_\_  
Armando Ortega Gómez  
*(As Attorney-in-fact pursuant to a power of attorney  
filed on June 20, 2006)*

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EXPLANATORY NOTE

SIGNATURES