

DENISON MINES CORP.
Form 40-F/A
April 03, 2014

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

FORM 40-F
(Amendment No. 1)

(Check One)

- Registration statement pursuant to section 12 of the Securities Exchange Act of 1934
- Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the year ended: December 31, 2013

Commission file number: 001-33414

DENISON MINES CORP.
(Exact Name of Registrant as specified in its charter)

Ontario, Canada

(Province or other jurisdiction of incorporation or organization)

1090
(Primary standard industrial classification code number)

98-0622284
(I.R.S. employer identification number)

Atrium on Bay, 595 Bay Street, Suite 402, Toronto, Ontario M5G 2C2; Phone number: 416-979-1991
(Address and telephone number of registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue
13th Floor
New York, NY 10011
Phone number: 212-894-8800

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(Name, address and telephone number of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act: Not applicable.

Securities registered pursuant to Section 12(g) of the Act: Common Stock without par value.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: Not applicable.

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 482,003,444 Common Shares

Indicate by check mark whether the registrant by filing 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 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the registrant in connection with such rule.

Yes

No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13(d) or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant has been required to file such reports); and (2) has been subject to such filing requirements in the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Not applicable

Yes

No

EXPLANATORY NOTE

Denison Mines Corp. (the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 40-F for the fiscal year ended December 31, 2013 (the “Original Filing”), as originally filed with the Securities and Exchange Commission on March 19, 2014, for the sole purpose of refiling the Audited Consolidated Financial Statements of the Company as of and for the years ended December 31, 2013 and 2012 (the “Financial Statements”), included as Exhibit 99.3 to the Original Filing, to include the Independent Auditor’s Report with respect thereto and the statements and disclosures under the headings “Responsibility for Financial Statements,” “Management’s Report on Internal Control Over Financial Reporting” and “Changes to Internal Control Over Financial Reporting.” The Auditor’s Report and such statements and disclosures were inadvertently not included in the Financial Statements included in the Original Filing. For the avoidance of doubt, the inclusion of the Auditor’s Report and such statements and disclosures is the sole change made by this Amendment No. 1 to the Original Filing.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: Denison Mines Corp.

By: /s/ Ron F. Hochstein
Title: Chief Executive Officer

Date: April 3, 2014

EXHIBIT INDEX

- 99.1* Annual Information Form for the Year Ended December 31, 2013
- 99.2* Management's Discussion and Analysis of Results of Operations and Financial Condition for the Year ended December 31, 2013 (Exhibit 4 of the Registrant's Form 6-K furnished to the Commission on March 10, 2014)
- 99.3** Consolidated Audited Financial Statements for the Years Ended December 31, 2013 and 2012 (Exhibit 3 of the Registrant's Form 6-K furnished to the Commission on March 10, 2014) together with the Independent Auditors' Report thereon
- 99.4** Consent of PricewaterhouseCoopers LLP
- 99.5* Company's amended code of ethics
- 99.6** Officers' Certifications Required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
- 99.7** Officers' Certifications Required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code
- 99.8* Consent of Roscoe Postle Associates Inc.
- 99.9* Consent of Leo R. Hwozdyk, P.Eng.
- 99.10* Consent of Thomas C. Pool, P.E.
- 99.11* Consent of Neil N. Gow, P.Geo.
- 99.12* Consent of Richard E. Routledge, M.Sc., P.Geo.
- 99.13* Consent of Luke Evans, M.Sc., P.Eng.
- 99.14* Consent of Hrayr Agnerian, M.Sc. (Applied), P. Geo.
- 99.15* Consent of William E. Roscoe, Ph.D., P.Eng.
- 99.16* Consent of Geostat Systems International Inc.
- 99.17* Consent of Michel Dagbert, P.Eng.
- 99.18* Consent of GeoVector Management Inc.
- 99.19* Consent of Allan Armitage, Ph.D., P.Geol.
- 99.20* Consent of Alan Sexton, M.Sc., P.Geol.
- 99.21* Consent of CSA Global (UK) Ltd.

99.22* Consent of Malcolm Titley, B.Sc. (Geology and Chemistry), MAusIMM, MAIG

* Previously filed.

** Filed herewith.
