

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

FORM 40-F/A  
(Amendment No. 1)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
 ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

Commission file number: 001-31522



**ELDORADO GOLD CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Canada**

**1040**

**N/A**

(Province or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code)

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

**Suite 1188 – 550 Burrard Street  
Vancouver, British Columbia, Canada V6C 2B5  
(604) 687-4018**

(Address and Telephone Number of Registrant's Principal Executive Offices)

**CT Corporation System  
11 Eighth Avenue, 13<sup>th</sup> Floor  
New York, New York 10011  
(212) 894-8940**

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

Copies to:  
**Kenneth G. Sam  
Dorsey & Whitney LLP  
Republic Plaza Building, Suite 4700  
370 Seventeenth Street  
Denver, Colorado 80202  
(303) 629-3445**

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:  
**Common Shares, no par value**

Name of Each Exchange On Which Registered:  
**NYSE**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **N/A**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **N/A**

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: As at December 31, 2009, **537,136,235** common shares of the Registrant were issued and outstanding.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

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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).  Yes  No

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## EXPLANATORY NOTE

Eldorado Gold Corporation (the “Company” or the “Registrant”) is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on Form 40-F/A pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act. The equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is filing this Amendment No. 1 to its annual report on Form 40-F, as originally filed on March 31, 2010, to revise the disclosure under the heading “NYSE Corporate Governance” to reflect a typographical error in the disclosure of the Company’s quorum requirements and to file the consents of Mr. John Chen, Mr. Peter J. Perkins, Dr. Yumin Qiu, and Mr. Weifeng Li, which were previously unavailable. No other amendments are being made to the annual report on Form 40-F as originally filed.

## NYSE CORPORATE GOVERNANCE

The Company’s common shares are listed on the NYSE. Section 303A.11 of the NYSE Listed Company Manual permits foreign private issuers to follow home country practices in lieu of certain provisions of the NYSE Listed Company Manual. A foreign private issuer that follows home country practices in lieu of certain provision of the NYSE Listed Company Manual must disclose any significant ways in which its corporate governance practices differ from those followed by domestic companies either on the its website or in the annual report that it distributes to shareholders in the United States. A description of the significant ways in which the Company’s governance practices differ from those followed by domestic companies pursuant to NYSE standards is as follows:

*Shareholder Meeting Quorum Requirement* : The NYSE is of the opinion that the quorum required for any meeting of shareholders should be sufficiently high to insure a representative vote. The Company’s quorum requirement is set forth in its Bylaws. A quorum for a meeting of shareholders of the Company is two persons who are present and authorized to cast, in person or by proxy, an aggregate of not less than 25% of the shares entitled to be voted at the meeting.

*Proxy Delivery Requirement* : The NYSE requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies shall be solicited pursuant to a proxy statement that conforms to SEC proxy rules. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

The foregoing are consistent with the laws, customs and practices in Canada.

## EXHIBITS

### Annual Information

99.1\* Annual Information Form of the Company for the year ended December 31, 2009

99.2\*\* The following audited consolidated financial statements of the Company, are exhibits to and form a part of this Report:  
Auditors’ Reports on Consolidated Financial Statements and Internal Control Over Financial Reporting

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Consolidated Balance Sheets as of December 31, 2009 and 2008  
Consolidated Statements of Operations and Deficit for the years ended December 31, 2009 and 2008  
Consolidated Statement of Cash Flows for the years ended December 31, 2009 and 2008  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2009 and 2008  
Notes to Consolidated Financial Statements (which includes a reconciliation with United States GAAP)

99.3\*\* Management Discussion and Analysis

**Certifications**

99.4 Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act

99.5 Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act

99.6 Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.7 Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**Consents**

99.8\* Consent of KPMG LLP

99.9\* Consent of John Edward Hearne, RSG Global Pty Ltd

99.10\* Consent of Scott Cowie, Wardrop Engineering Inc.

99.11\* Consent of Roberto Costa, Roberto Costa Engenharia Ltda

99.12 Consent of Mr. John Chen, Manager, Mining Technical Services of Eldorado Gold Corporation

99.13 Consent of Mr. Peter J. Perkins, BSc (Eng), ARSM, CEng, PrEng, MIMMM, MSAIMM of Aker Solutions E&C Ltd.

99.14\* Consent of Mr. Michael Warren, BSc (Mining Eng), MBA, FAusIMM, FAICD of SRK Consulting Ltd.

99.15 Consent of Dr. Yumin Qiu, BSc (Geo.), MSc(Geo), PhD (Economic Geology) and Head of Exploration And Business Development of Eldorado Gold Corporation

99.16 Consent of Mr. Weifeng Li, MSc Engineering, MAusIMM and Open Pit Consultant Planning Engineer of West Swan Pty. Ltd.

99.17\* Consent of Mr. Richard Miller, P.Eng. and Manager, Mine Engineering of Eldorado Gold Corporation

99.18\* Consent of Mr. Paul Skayman, MAusIMM and Vice President, Operations of Eldorado Gold Corporation

99.19\* Consent of Mr. Stephen Juras, P. Geo and Director of Technical Services of Eldorado Gold Corporation

\* Previously filed with the Company's annual report on Form 40-F as filed with the Securities and Exchange Commission on March 31, 2010.

\*\* Previously filed with the Company's Form 6-K filed with the Securities and Exchange Commission on March 19, 2010.

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## UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

## CONSENT TO SERVICE OF PROCESS

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with the SEC on November 5, 2004, which is hereby incorporated by reference, with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F arises.

## SIGNATURES

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

## ELDORADO GOLD CORPORATION

By: /s/ Paul N. Wright  
Name: Paul N. Wright  
Title: Chief Executive Officer  
Date: May 5, 2010

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## EXHIBIT INDEX

The following documents are being filed as exhibits to this Amendment No. 1 to the Company's annual report on Form 40-F.

### Certifications

- 99.4 Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 99.5 Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
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- 99.7 Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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- 99.12 Consent of Mr. John Chen, Manager, Mining Technical Services of Eldorado Gold Corporation
  - 99.13 Consent of Mr. Peter J. Perkins, BSc (Eng), ARSM, CEng, PrEng, MIMMM, MSAIMM of Aker Solutions E&C Ltd.
  - 99.15 Consent of Dr. Yumin Qiu, BSc (Geo.), MSc(Geo), PhD (Economic Geology) and Head of Exploration And Business Development of Eldorado Gold Corporation
  - 99.16 Consent of Mr. Weifeng Li, MSc Engineering, MAusIMM and Open Pit Consultant Planning Engineer of West Swan Pty. Ltd.
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## CERTIFICATION

I, Paul N. Wright, certify that:

1. I have reviewed this annual report on Form 40-F/A of Eldorado Gold Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditor and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: May 5, 2010

By: /s/ Paul N. Wright  
Paul N. Wright  
Chief Executive Officer  
(Principal Executive Officer)

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## CERTIFICATION

I, Ed Miu, certify that:

1. I have reviewed this annual report on Form 40-F/A of Eldorado Gold Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditor and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: May 5, 2010

By: /s/ Ed Miu  
Ed Miu  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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CERTIFICATION PURSUANT TO

18 U.S.C. §1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Eldorado Gold Corporation (the "Company") on Form 40-F/A for the period ended December 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul N. Wright, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 5, 2010

/s/ Paul N. Wright  
Paul N. Wright  
Chief Executive Officer  
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Eldorado Gold Corporation and will be retained by Eldorado Gold Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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CERTIFICATION PURSUANT TO  
18 U.S.C. §1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Eldorado Gold Corporation (the "Company") on Form 40-F/A for the period ended December 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Earl W. Price, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 5, 2010

/s/ Ed Miu  
Ed Miu  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to Eldorado Gold Corporation and will be retained by Eldorado Gold Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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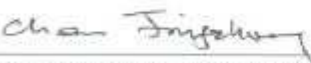


**Consent of John Chen  
Mine Technical Services Manager  
Eldorado Gold Corporation**

To the Board of Directors of Eldorado Gold Corporation

I hereby consent to the incorporation by reference in this annual report on Form 40-F of March 31, 2010 for the year ended December 31, 2009 and of the description of the report titled "Jinfeng Gold Mine, Guizhou Province China" dated October 10, 2007 (the "Technical Report") and the description of all mineral reserves of Jinfeng underground, White Mountain and Eastern Dragon and of extracts from or a summary of the Technical Report and of certain mineral reserve estimates and other information pertaining to these projects and to the use of my name in this annual report as a named expert for the abovementioned mineral reserves calculated as of December 31, 2008.

Dated as of the 31st day of March 2010

  
John Chen (Ph.D., MAusIMM)







Date: 21 April 2010

 DDI: +44 (0)1642 334455  
 Fax: +44 (0)1642 334029  
 e-mail: peter.perkins@akersolutions.com

### CONSENT OF AUTHOR

To the Board of Directors of Eldorado Gold Corporation

I hereby consent to the incorporation by reference in this annual report on Form 40-F of March 31, 2010 for the year ended December 31, 2009 of the description of the report titled "Perama Hill Project, Thrace, Greece" dated January 28, 2010 (the "Technical Report") and of extracts from or a summary of the Technical Report and to the use of my name under this annual report as a named expert.

Dated as of this 21st day of April 2010



Peter J. Perkins, BSc (Eng), ARSM, CEng, PrEng, MIMMM, MSAIMM.







Consent of Yunin Qiu  
Director of Geology and New Projects PRC  
Eldorado Gold Corporation

To the Board of Directors of Eldorado Gold Corporation

I hereby consent to the incorporation by reference in this annual report on Form 40-F of March 31, 2010 for the year ended December 31, 2009 of the description of the report titled "Jinfeng Gold Mine, Guizhou Province China" dated October 10, 2007 (the "Technical Report") and the description of all mineral resources of Jinfeng, White Mountain, Eastern Dragon and Beyinhar and of extracts from or a summary of the Technical Report and of certain mineral resource estimates and other information pertaining to these projects and to the use of my name in this annual report as a named expert.

Dated as of the 31st day of March 2010



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Yumin Qiu (PhD, MAIG)



**Consent of Weifeng Li**

To the Board of Directors of Eldorado Gold Corporation

I hereby consent to the incorporation by reference in this annual report on Form 40-F of March 31, 2010 for the year ended December 31, 2009 of the description of the report titled "Jinfeng Gold Mine, Guizhou Province China" dated October 10, 2007 (the "Technical Report") and the description of all mineral reserves of the Jinfeng open pit and of extracts from or a summary of the Technical Report and of certain mineral reserve estimates and other information pertaining to this project and to the use of my name in this annual report as a named expert.

Dated as of the 31st day of March 2010

A handwritten signature in black ink, appearing to read 'Weifeng Li', is written over a horizontal line.

Weifeng Li

**Chief Mining Engineer**

**West Swan Pty Ltd  
21 Reddington Way, Brentwood, WA, AUstralia**



