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# FORM 6-K

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

### Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

Date: December 31, 2008  
Commission File Number 001-31528

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## IAMGOLD Corporation

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(Translation of registrant's name into English)

401 Bay Street Suite 3200, PO Box 153  
Toronto, Ontario, Canada M5H 2Y4  
Tel: (416) 360-4710

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-  
F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

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Description of Exhibit

Exhibit      Description of Exhibit

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99.1            [IAMGOLD COMPLETES \\$20 MILLION PRIVATE PLACEMENT IN OREZONE](#)

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### **Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **IAMGOLD CORPORATION**

Date: December 31, 2008

By: /s/ Larry E. Phillips

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Larry E. Phillips  
Senior Vice-President, Corporate Affairs & Corporate Secretary



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## PRESS RELEASE

No. 56 / 08

### IAMGOLD COMPLETES \$20 MILLION PRIVATE PLACEMENT IN OREZONE

**Toronto, Ontario, December 31, 2008** – IAMGOLD Corporation (“IAMGOLD”) completed the previously announced purchase on a private placement basis of 71,428,571 common shares of Orezone Resources Inc. (“Orezone”) at a price of Cdn\$0.28 per share for gross proceeds to Orezone of Cdn\$20 million. As a result, IAMGOLD holds approximately 16.6% of the outstanding shares of Orezone. IAMGOLD did not hold any securities of Orezone prior to the private placement.

On December 11, 2008, IAMGOLD and Orezone jointly announced a business combination. The private placement was completed pursuant to the definitive arrangement agreement dated December 10, 2008, whereby IAMGOLD would acquire, via a plan of arrangement, all of the outstanding common shares of Orezone in a supported, all-share transaction (the “Transaction”). Total consideration to be provided to shareholders of Orezone under the Transaction is valued at approximately US\$139 million. Completion of the Transaction is subject to, among other things, the approval by the shareholders of Orezone at a special meeting of shareholders of Orezone, and final court approval. The Transaction is expected to close by the end of February 2009.

Orezone’s main asset is the fully permitted, 4 million ounce Essakane gold resource, located in Burkina Faso, West Africa. Construction commenced in September of this year for a mine that will contribute average gold production of over 300,000 ounces per year over a minimum nine-year mine life. Average cash operating cost is estimated at US\$358 per ounce, using a \$600 per ounce gold price and \$85/bbl oil price. Full production is anticipated in late 2010, requiring a remaining capital expenditure of approximately US\$350 million.

#### ABOUT IAMGOLD

IAMGOLD is a leading mid-tier gold mining company producing almost one million ounces from 8 mines on 3 continents. IAMGOLD is focused on growth with a target to reach 1.8 million ounces gold production by 2012. IAMGOLD is uniquely positioned, with a strong financial base, together with the management and operations expertise to execute on our aggressive growth objectives. IAMGOLD is focused in West Africa, the Guiana Shield of South America and in Quebec with a pipeline of development and exploration projects. IAMGOLD continues to assess accretive acquisition opportunities with a strategic fit. IAMGOLD is listed on the Toronto Stock Exchange (“IMG”), the New York Stock Exchange (“IAG”) and the Botswana Stock Exchange.

**For further information please contact :**

**IAMGOLD Corporation :**

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Please note:

This entire press release may be accessed via fax, e-mail, IAMGOLD's website at [www.iamgold.com](http://www.iamgold.com) and through Marketwire's website at [www.marketwire.com](http://www.marketwire.com). All material information on IAMGOLD can be found at [www.sedar.com](http://www.sedar.com) or at [www.sec.gov](http://www.sec.gov).

Si vous désirez obtenir la version française de ce communiqué, veuillez consulter le <http://www.iamgold.com/fr/accueil.html>.