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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: September 26, 2012  
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**

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Material Change Report dated September 26, 2012

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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.

Date: September 26, 2012

### IAMGOLD CORPORATION

By: /s/ Tim Bradburn

Tim Bradburn

Associate General Counsel and Corporate Secretary

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

Item 1. Name and Address of Reporting Issuer

IAMGOLD Corporation (the “ **Company** ”)  
401 Bay Street, Suite 3200  
P.O. Box 153  
Toronto, Ontario M5H 2Y4

Item 2. Date of Material Change

September 21, 2012.

Item 3. News Release

A press release with respect to the material change referred to in this report was issued by the Company on September 24, 2012 through the services of Canadian Newswire and filed on the System for Electronic Analysis and Retrieval (SEDAR) and the Electronic Data, Gathering, Analysis and Retrieval System (EDGAR). A copy of the news release is attached as Schedule “A”.

Item 4. Summary of Material Changes

On September 21, 2012, the Company completed its private offering of US\$650,000,000 aggregate principal amount of 6.75% Senior Notes (the “ **notes** ”) due 2020. The notes are governed by an indenture dated September 21, 2012 (the “ **Indenture** ”) among the Company, the Guarantors, and Citibank, N.A., as U.S. trustee, and Citi Trust Company Canada, as Canadian trustee. The notes are fully and unconditionally guaranteed by certain of the Company’s existing restricted subsidiaries that are guarantors of indebtedness under the Company’s senior credit facility and by certain of the Company’s future restricted subsidiaries. The notes are subordinate in right of payment to the Company’s Designated Senior Debt (as defined in the Indenture). The notes are not secured and are not convertible into equity of the Company.

Item 5. Full Description of Material Change

On September 14, 2012, the Company announced that it had priced its private offering of US\$650,000,000 aggregate principal amount of 6.75% Senior Notes due 2020. The notes are fully and unconditionally guaranteed by certain of the Company’s existing restricted subsidiaries that are guarantors of indebtedness under the Company’s senior credit facility and by certain of the Company’s future restricted subsidiaries (the “ **Guarantors** ”). The notes are not secured, and rank equally in right of payment with all of the Company’s existing and future senior indebtedness (other than Designated Senior Debt), are subordinate in right of payment to the Company’s Designated Senior Debt and are senior in right of payment to the Company’s future subordinated indebtedness, and are not convertible into equity of the Company. The Company intends to use the net proceeds from the offering of the notes of approximately US\$638.0 million, together with cash on hand, general corporate purposes, including to fund capital expenditures and exploration.

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Under the Indenture, the Company may redeem some or all of the notes at any time on or after October 1, 2016, October 1, 2017 and October 1, 2018, at redemption prices equal to 103.375%, 101.688% and 100%, respectively, of the principal amount of the notes, plus, in each case, accrued and unpaid interest. Prior to October 1, 2016, the Company may redeem some or all of the notes at a price equal to 100% of the principal amount of the notes plus a “make-whole” premium, plus accrued and unpaid interest. The Company may also redeem up to 35% of the aggregate principal amount of the notes using the proceeds of certain equity offerings completed on or before October 1, 2015 at a price equal to 106.750% of the principal amount of the notes, plus accrued and unpaid interest. The Indenture contains customary affirmative and negative covenants that, among other things, limit the Company's ability to make investments; incur additional indebtedness or issue preferred stock; create liens; sell assets; enter into agreements that restrict dividends or other payments by restricted subsidiaries; consolidate, merge, or transfer all or substantially all of the assets of the Company; engage in transactions with the Company's affiliates; pay dividends or make other distributions on capital stock or prepay subordinated indebtedness; and create unrestricted subsidiaries. . The Company may redeem the notes if, as a result of changes in applicable law, it is required to pay additional amounts related to tax-withholdings, at a price equal to 100% of the notes plus accrued and unpaid interest. The Company must offer to purchase the notes if it experiences specific kinds of changes of control or sells assets under certain circumstances. For full details of the terms of the notes, reference should be made to the Indenture which is filed on [www.sedar.com](http://www.sedar.com) and [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml) .

The offering of the notes was made only to qualified institutional buyers in accordance with Rule 144A under the United Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States in compliance with Regulation S under the Securities Act. The notes are not registered under the Securities Act or the securities laws of any other jurisdiction.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Timothy Bradburn, Associate General Counsel & Corporate Secretary  
Phone: 416-360-4710

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Item 9. Date of Report

DATED at Toronto, Ontario this 26<sup>th</sup> day of September, 2012.

**IAMGOLD CORPORATION**

Per: "Timothy Bradburn"

Name: Timothy Bradburn

Title: Associate General Counsel &  
Corporate Secretary

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**SCHEDULE "A"**

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## NEWS RELEASE

### IAMGOLD COMPLETES US\$650 MILLION SENIOR NOTES OFFERING

**Toronto, Ontario, September 24, 2012 - IAMGOLD Corporation** ("IAMGOLD" or the "Company") today announced that it has completed its offering of US\$650 million aggregate principal amount of 6.75% senior unsecured notes due 2020 (the "Notes"). IAMGOLD intends to use the net proceeds of the Notes for general corporate purposes, including the funding of capital expenditures and exploration.

The Notes have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state and may not be offered or sold absent registration under the Securities Act or an applicable exemption from the registration requirements thereof. The Notes have been offered and sold in the United States only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and outside the United States in reliance on Regulation S under the Securities Act. The Notes have been offered and sold in Canada on a private placement basis pursuant to certain exemptions from applicable Canadian securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction or an exemption therefrom.

#### **Cautionary Note Regarding Forward-Looking Statement**

*This news release contains forward-looking statements. All statements, other than of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements, including the completion and timing of this offering and the intended use of proceeds from this offering. They are forward-looking because they are statements about the future that are based on what the Company knows and expects today. Forward-looking statements are generally identifiable by use of the words "may", "will", "should", "continue", "expect", "anticipate", "outlook", "guidance", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements, including, but not limited to, the need to negotiate and execute a purchase agreement and related documents, need for continued cooperation of the initial purchasers, need to successfully market the offering, risks discussed in the risk factors section in IAMGOLD's latest annual information form. Accordingly, readers should not place undue reliance on forward-looking statements. IAMGOLD disclaims any intent or obligations to update or revise publicly any forward-looking statements whether as a result of new information, estimates or options, future events or results or otherwise, unless required to do so by law.*

#### **About IAMGOLD**

IAMGOLD is a leading mid-tier gold mining company producing approximately one million ounces annually from five gold mines (including current joint ventures) on three continents. In the Canadian province of Québec, the Company also operates Niobec Inc., which produces more than 4.5 million kilograms of niobium annually, and owns a rare earth element resource close to its niobium mine. IAMGOLD is uniquely positioned with a strong financial position and extensive management and operational expertise. To grow from this strong base, IAMGOLD has a pipeline of development and exploration projects and continues to assess accretive acquisition opportunities. IAMGOLD's growth plans are strategically focused in certain regions in Canada, select countries in South America and Africa.

#### **For further information please contact :**

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Please note:

This entire news release may be accessed via fax, e-mail, IAMGOLD's website at [www.iamgold.com](http://www.iamgold.com) and through CNW Group's website at [www.newswire.ca](http://www.newswire.ca). 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/French/Home/default.aspx>.