

ELDORADO GOLD CORP /FI  
Form SC 13G  
February 06, 2018

CUSIP NO. 284902103  
Page 1 of 13

13G

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. ) \*

ELDORADO GOLD CORPORATION  
(Name of Issuer)

Common Shares, no par value [1]  
(Title of Class of Securities)

284902103

(CUSIP Number)

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d 1(b)

☐ Rule 13d 1(c)

☐ Rule 13d 1(d)

\*The remainder of this cover page shall be filled out for a reporting person's

initial filing on this form with respect to the subject class of securities, and

for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed

to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

1934 ("Act") or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

---

**[1]** These securities are traded in the U.S. and Canada. Their title in the U.S. is

"common shares" and in Canada is "ordinary shares." The title reported in this

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

Schedule 13G is the title used in the U.S. as listed on the New York  
Stock

Exchange, Inc. (the "NYSE").

---

CUSIP NO. 284902103

13G

Page 2 of 13

1. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,691,965

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

12. TYPE OF REPORTING PERSON

HC, CO (See Item 4)

---

CUSIP NO. 284902103

13G

Page 3 of 13

1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,691,965

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%



12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

---

CUSIP NO. 284902103

13G

Page 4 of 13

1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,691,965

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

---

CUSIP NO. 284902103

13G

Page 5 of 13

Item 1.

(a) Name of Issuer

ELDORADO GOLD CORPORATION

(b) Address of Issuer's Principal Executive Offices

Suite 1188 - 550 Burrard Street

Vancouver, British Columbia, Canada V6C 2B5

Item 2.

(a) Name of Person Filing

(i): Franklin Resources, Inc.

(ii): Charles B. Johnson

(iii): Rupert H. Johnson, Jr.

(b) Address of Principal Business Office or, if none, Residence

(i), (ii), and (iii):

One Franklin Parkway

San Mateo, CA 94403 1906

(c) Citizenship

(i): Delaware

(ii) and (iii): USA

(d) Title of Class of Securities

Common Shares, no par value

(e) CUSIP Number

284902103

CUSIP NO. 284902103

13G

Page 6 of 13

Item 3. If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c),

check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company

Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with

§240.13d 1(b)(1)(ii)(F);

(g) ☒ A parent holding company or control person in accordance with

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

§240.13d 1(b) (1) (ii) (G) ;

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit

Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment

company under section 3(c) (14) of the Investment Company Act of 1940 (15

U.S.C. 80a 3);

(j) ☐ A non U.S. institution in accordance with §240.13d 1(b) (ii) (J) ;

(k) ☐ Group, in accordance with §240.13d 1(b) (1) (ii) (K) .

If filing as a non U.S. institution in accordance with §240.13d 1(b) (1) (ii) (J) .

please specify the type of institution:

Item 4. Ownership

The securities reported herein are beneficially owned by one or more open or

closed end investment companies or other managed accounts that are investment

management clients of investment managers that are direct and indirect subsidiaries

(each, an "Investment Management Subsidiary" and, collectively, the "Investment



Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

Management Subsidiaries") of Franklin Resources Inc. ("FRI"), including the Investment

Management Subsidiaries listed in this Item 4. When an investment management contract

(including a sub advisory agreement) delegates to an Investment Management Subsidiary

investment discretion or voting power over the securities held in the investment

advisory accounts that are subject to that agreement, FRI treats the Investment

Management Subsidiary as having sole investment discretion or voting authority, as the

case may be, unless the agreement specifies otherwise. Accordingly, each Investment

Management Subsidiary reports on Schedule 13G that it has sole investment discretion

and voting authority over the securities covered by any such investment management

agreement, unless otherwise noted in this Item 4. As a result, for purposes of Rule

13d 3 under the Act, the Investment Management Subsidiaries listed in this Item 4 may

be deemed to be the beneficial owners of the securities reported in this Schedule 13G.

Beneficial ownership by Investment Management Subsidiaries and other FRI affiliates is

being reported in conformity with the guidelines articulated by the SEC staff in

Release No. 34 39538 (January 12, 1998) relating to organizations, such as FRI, where

related entities exercise voting and investment powers over the securities being

reported independently from each other. The voting and investment powers held by

Franklin Mutual Advisers, LLC ("FMA") and Franklin Advisory Services, LLC ("FAS"), each an

indirect wholly owned Investment Management Subsidiary, are exercised independently from

FRI and from all other Investment Management Subsidiaries (FRI, its affiliates and the

Investment Management Subsidiaries other than FMA and FAS are collectively, "FRI

affiliates"). Furthermore, internal policies and procedures of FMA, FAS and FRI establish

informational barriers that prevent the flow between FMA and FAS, on the one hand, and the

FRI affiliates, on the other hand, of information that relates to the voting and

investment powers over the securities owned by their respective management clients.

Consequently, FMA and FAS report the securities over which they hold investment and voting

power separately from the FRI affiliates for purposes of Section 13 of the Act.

.

---

CUSIP NO. 284902103

13G

Page 7 of 13

Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in

excess of 10% of the outstanding common stock of FRI and are the principal stockholders of

FRI. FRI and the Principal Shareholders may be deemed to be, for purposes of Rule 13d 3

under the Act, the beneficial owners of securities held by persons and entities for whom

or for which FRI subsidiaries provide investment management services. The number of

shares that may be deemed to be beneficially owned and the percentage of the class of

which such shares are a part are reported in Items 9 and 11 of the cover pages for FRI and

each of the Principal Shareholders. FRI, the Principal Shareholders and each of the

Investment Management Subsidiaries disclaim any pecuniary interest in any of such

securities. In addition, the filing of this Schedule 13G on behalf of the Principal

Shareholders, FRI and the FRI affiliates, as applicable, should not be construed as an

admission that any of them is, and each of them disclaims that it is, the beneficial

owner, as defined in Rule 13d 3, of any of the securities reported in this Schedule 13G.

FRI, the Principal Shareholders, and each of the Investment Management Subsidiaries

believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and

that they are not otherwise required to attribute to each other the beneficial ownership

of the securities held by any of them or by any persons or entities for whom or for which

the Investment Management Subsidiaries provide investment management services.

(a) Amount beneficially owned:

53,691,965

(b) Percent of class:

7.5%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Inc.:	Franklin Resources,	0
-------	---------------------	---

Johnson:	Charles B.	0
----------	------------	---

Jr.:	Rupert H. Johnson,	0
------	--------------------	---

Limited: Templeton Global Advisors  
22,330,234

Inc.: Franklin Advisers,  
19,665,823

LLC: Templeton Investment Counsel,  
8,384,374

Ltd.: Templeton Asset Management  
159,100

(ii) Shared power to vote or to direct the vote

Limited: Templeton Global Advisors  
344,800

(iii) Sole power to dispose or to direct the disposition of

Inc.: Franklin Resources,  
0

Johnson: Charles B.  
0

Jr.: Rupert H. Johnson,  
0

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

Limited:                    Templeton Global Advisors  
   22,948,568

Inc.:                        Franklin Advisers,  
   19,665,823

LLC:                        Templeton Investment Counsel,  
   8,558,574

Ltd.:                        Templeton Asset Management  
   159,100

(iv)      Shared power to dispose or to direct the disposition of <sup>[2]</sup>

Templeton Global Advisors Limited:                    2,359,900

---

<sup>[2]</sup>      One of the investment management contracts that relates to these securities provides that the applicable FRI affiliate

share investment power over the securities held in the client's account with another unaffiliated entity. The issuer's

securities held in such account are less than 5% of the outstanding shares of the class. In addition, FRI does not

believe that such contract causes such client or unaffiliated entity to be part of a group with FRI or any FRI affiliate

within the meaning of Rule 13d 5 under the Act.







CUSIP NO. 284902103

13G

Page 8 of 13

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The clients of the Investment Management Subsidiaries, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, and the proceeds from the sale of, the securities reported herein.

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the

Security Being Reported on By the Parent Holding Company

See Attached Exhibit C

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

---

CUSIP NO. 284902103

13G

Page 9 of 13

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief,  
the

securities referred to above were acquired and are held in the ordinary  
course of

business and were not acquired and are not held for the purpose of or with  
the

effect of changing or influencing the control of the issuer of the  
securities and

were not acquired and are not held in connection with or as a participant  
in any

transaction having that purpose or effect.

Exhibits

Exhibit A Joint Filing Agreement

Exhibit B Limited Powers of Attorney for Section 13 Reporting Obligations

Exhibit C Item 7 Identification and Classification of Subsidiaries

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I  
certify that

the information set forth in this statement is true, complete and correct.

Dated: January 30, 2018

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

By: /s/LORI A. WEBER

Lori A. Weber

Assistant Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney  
attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of  
Attorney  
attached to this Schedule 13G



CUSIP NO. 284902103

13G

Page 10 of 13

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934, as amended,

the undersigned hereby agree to the joint filing with each other of the attached

statement on Schedule 13G and to all amendments to such statement and that such

statement and all amendments to such statement are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this agreement on January 30, 2018.

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

By: /s/LORI A. WEBER

Lori A. Weber

Assistant Secretary of Franklin Resources, Inc.

Attorney in Fact for Charles B. Johnson pursuant to Power of Attorney  
attached to this Schedule 13G

Attorney in Fact for Rupert H. Johnson, Jr. pursuant to Power of  
Attorney  
attached to this Schedule 13G

---

CUSIP NO. 284902103

13G

Page 11 of 13

EXHIBIT B

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 AND 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints

each of Alison E. Baur, Maria Gray, Steven J. Gray, Kimberly H. Novotny, Karen L.

Skidmore, Navid J. Tofigh and Lori A. Weber each acting individually, as the undersigned's

true and lawful attorney in fact, with full power and authority as hereinafter described

on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms ID, Schedules 13D and 13G, and

Forms 3, 4 and 5 (including any amendments thereto and any related documentation) with the

United States Securities and Exchange Commission and any national securities exchanges

relating to Franklin Resources, Inc. ("FRI") and/or any registered closed end company to



Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

which an affiliate of FRI is an investment adviser (each, a "Reporting Entity"), as

considered necessary or advisable under Regulation S T and Sections 13(d) and 16(a) of the

Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as

amended from time to time (the "Exchange Act"); and

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf,

information on transactions in the securities of any Reporting Entity from any person,

including brokers, employee benefit plan administrators and trustees, and the undersigned

hereby authorizes any such person to release any such information to the undersigned and

approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney in fact are

necessary or desirable for and on behalf of the undersigned in connection with the

foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such

attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney in fact on behalf of the

undersigned pursuant to this Limited Power of Attorney will be in such form and will

contain such information and disclosure as such attorney in fact, in his or her

discretion, deems necessary or desirable;

(3) none of FRI, any Reporting Entity nor any of such attorneys in fact assumes (i) any

liability for the undersigned's responsibility to comply with the requirements of the

Exchange Act, (ii) any liability of the undersigned for any failure to comply with such

requirements, or (iii) any obligation or liability of the undersigned for profit

disgorgement under Section 16(b) of the Exchange Act; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility

for compliance with the undersigned's obligations under the Exchange Act, including

without limitation, the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full

power and authority to do and perform all and every act and thing whatsoever requisite,

necessary or appropriate to be done in and about the foregoing matters as fully to all

intentions and purposes as the undersigned might or could do if present, hereby ratifying all

that each such attorney in fact of, for and on behalf of the undersigned, shall lawfully

do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by

the undersigned in a signed writing delivered to each such attorney in fact.

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 27th day of February, 2017.

/s/Charles B. Johnson

Signature

Charles B. Johnson

Print Name

---

CUSIP NO. 284902103  
Page 12 of 13

13G

LIMITED POWER OF ATTORNEY

FOR

SECTION 13 AND 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints

each of Alison E. Baur, Maria Gray, Steven J. Gray, Kimberly H. Novotny, Karen L.

Skidmore, Navid J. Tofigh and Lori A. Weber each acting individually, as the undersigned's

true and lawful attorney in fact, with full power and authority as hereinafter described

on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms ID, Schedules 13D and 13G, and

Forms 3, 4 and 5 (including any amendments thereto and any related documentation) with the

United States Securities and Exchange Commission and any national securities exchanges

relating to Franklin Resources, Inc. ("FRI") and/or any registered closed end company to

which an affiliate of FRI is an investment adviser (each, a "Reporting Entity"), as

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

considered necessary or advisable under Regulation S T and Sections 13(d) and 16(a) of the

Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as

amended from time to time (the "Exchange Act"); and

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf,

information on transactions in the securities of any Reporting Entity from any person,

including brokers, employee benefit plan administrators and trustees, and the undersigned

hereby authorizes any such person to release any such information to the undersigned and

approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney in fact are

necessary or desirable for and on behalf of the undersigned in connection with the

foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such

attorney in fact to act in their discretion on information provided to such

attorney in fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney in fact on behalf of the

undersigned pursuant to this Limited Power of Attorney will be in such form and will

contain such information and disclosure as such attorney in fact, in his or her

discretion, deems necessary or desirable;

Edgar Filing: ELDORADO GOLD CORP /FI - Form SC 13G

(3) none of FRI, any Reporting Entity nor any of such attorneys in fact assumes (i) any

liability for the undersigned's responsibility to comply with the requirements of the

Exchange Act, (ii) any liability of the undersigned for any failure to comply with such

requirements, or (iii) any obligation or liability of the undersigned for profit

disgorgement under Section 16(b) of the Exchange Act; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility

for compliance with the undersigned's obligations under the Exchange Act, including

without limitation, the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys in fact full

power and authority to do and perform all and every act and thing whatsoever requisite,

necessary or appropriate to be done in and about the foregoing matters as fully to all

intents and purposes as the undersigned might or could do if present, hereby ratifying all

that each such attorney in fact of, for and on behalf of the undersigned, shall lawfully

do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by

the undersigned in a signed writing delivered to each such attorney in fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be

executed as of this 27th day of February, 2017.

Jr.

/s/Rupert H. Johnson,

Signature

Rupert H. Johnson, Jr.

Print Name

---

CUSIP NO. 284902103  
Page 13 of 13

13G

EXHIBIT C

Franklin Advisers, Inc.  
Classification: 3(e)

Item 3

Templeton Asset Management Ltd.  
Classification: 3(e)

Item 3

Templeton Global Advisors Limited  
Classification: 3(e)

Item 3

Templeton Investment Counsel, LLC  
Classification: 3(e)

Item 3