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KINROSS GOLD CORP
Form SC 13D/A
November 28, 2005

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)*

CUMBERLAND RESOURCES LTD.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

23077R

(CUSIP Number)

KEITH L. POPE
PARR, WADDOUPS, BROWN, GEE & LOVELESS
185 SOUTH STATE STREET, SUITE 1300
SALT LAKE CITY, UT 84111
(801) 532-7840

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

NOVEMBER 22, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

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following box. / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 23077R

1 Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

KINROSS GOLD CORPORATION; EIN 650430083

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) _____

(b) _____

3 SEC Use Only

4 Source of Funds (See Instructions)

N/A

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) X

6 Citizenship or Place of Organization

PROVINCE OF ONTARIO

7 Sole Voting Power

-0-

Number of Shares Beneficially Owned by Each

8 Shared Voting Power

-0-

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| | | |
|-----------------------|--|--------------------------|
| Reporting Person With | 9 | Sole Dispositive Power |
| | | -0- |
| | 10 | Shared Dispositive Power |
| | | -0- |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | -0- | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) / / | |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 0% | |
| 14 | Type of Reporting Person (See Instructions) | |
| | CO | |

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This Amendment No. 5 to Schedule 13D amends and supplements, and should be read in conjunction with, the Schedule 13D filed on April 30, 2004, Amendment No. 1 thereto filed on June 7, 2004, Amendment No. 2 thereto filed on August 5, 2004, Amendment No. 3 thereto filed on August 30, 2004, and Amendment No. 4 thereto filed on October 26, 2004.

Item 1. Security and Issuer

(a) Title of Class of Equity Securities:

COMMON STOCK (THE "COMMON STOCK")

(b) Name of Issuer:

CUMBERLAND RESOURCES LTD. ("CUMBERLAND")

(c) Address of Issuer's Principal Executive Office:

NO CHANGE.

Item 2. Identity and Background

(a) Name:

KINROSS GOLD CORPORATION ("KINROSS")

(b) Business or Residence address:

NO CHANGE.

(c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted:

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NO CHANGE.

- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case:

NO CHANGE.

- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order:

NO CHANGE.

- (f) Citizenship:

NO CHANGE.

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Item 3. Source and Amount of Funds or Other Consideration

ITEM 3 IS HEREBY AMENDED AND RESTATED AS FOLLOWS:

NOT APPLICABLE AS THE TRANSACTION DID NOT INVOLVE THE ACQUISITION OF SHARES.

Item 4. Purpose of Transaction

KINROSS HELD THE SHARES OF THE COMMON STOCK FOR INVESTMENT PURPOSES. KINROSS HAS NO PLANS OR PROPOSALS WHICH RELATE TO OR WOULD RESULT IN ANY ACTION ENUMERATED IN SUBPARAGRAPHS (A) THROUGH (J) OF THE INSTRUCTIONS FOR ITEM 4 OF SCHEDULE 13D.

Item 5. Interest in Securities of the Issuer

(a) and (b) ITEMS 5(A) AND 5(B) ARE HEREBY AMENDED AND RESTATED AS FOLLOWS:

KINROSS NO LONGER HAS THE SOLE POWER TO VOTE, DIRECT THE VOTE, DISPOSE AND DIRECT THE DISPOSITION OF ANY SHARES OF THE COMMON STOCK.

(c) ON NOVEMBER 22, 2005, KINROSS SOLD ALL 7,857,700 SHARES OF THE COMMON STOCK HELD BY KINROSS IN THE OPEN MARKET AT A PRICE OF \$1.76/SHARE.

(d) NO CHANGE.

(e) KINROSS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN 5% OF THE COMMON STOCK ON NOVEMBER 22, 2005.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect

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to Securities of the Issuer

NO CHANGE.

Item 7. Material to Be Filed as Exhibits

NO CHANGE.

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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.

KINROSS GOLD CORPORATION

November 24, 2005

By: /s/ Shelley M. Riley

Date

Shelley M. Riley, Vice President,
Administration and Corporate
Secretary

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APPENDIX A

EXECUTIVE OFFICERS AND DIRECTORS OF
KINROSS GOLD CORPORATION

| Name/Title ----- | Business Address ----- | Citizenshi ----- |
|---|---|---------------------|
| John A. Brough Director | Torwest Inc. 3125 Windsor Blvd. Vero Beach, FL 32963 | Canada |
| Tye W. Burt President, Chief Executive Officer and Director | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| John K. Carrington Director | 69 John Street Thornhill, ON L3T 1Y3 | Canada |
| John A. Keyes Director | 10 Windhaven Dr. The Woodlands, TX 77381 | Canada |

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|--|--|--------|
| John M. H. Huxley Director | Algonquin Power System Inc. Unit 210 2085 Hurontario Street Mississauga, Ontario L5A 4G1 | Canada |
| Catherine McLeod-Seltzer Director | Suite 410-625 Howe Street Vancouver, B.C. V6C 2T6 | Canada |
| John E. Oliver Independent Chairman and Director | Scotiabank Atlantic Regional Office 1709 Hollis Street, 6th Floor Halifax, Nova Scotia B3J 3B7 | Canada |
| John W. Ivany Executive Vice President | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Lars-Eric Johansson Executive Vice President and Chief Financial Officer | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Scott A. Caldwell Executive Vice President, Chief Operating Officer and Director | 670 Sierra Rose Drive Reno, NV 89511 | U.S. |
| Rick A. Baker Senior Vice President, Environmental Affairs | 670 Sierra Rose Drive Reno, NV 89511 | U.S. |
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| Christopher T. Hill Sr. Vice President, Corporate Communications | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Ronald W. Stewart Sr. Vice President, Exploration | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Stephanie Holtforster Senior Vice President, Human Resources | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Shelley M. Riley Vice President, Administration and Corporate Secretary | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Richard S. Hallisey Director | 30 South Drive Toronto, Ontario M4W 1R1 | Canada |
| George A. Michals Director | One Toronto Street, Suite 200 | Canada |

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|--|---|--------|
| | Toronto, Ontario M5C 2V6 | |
| Rodney A. Cooper Vice President, Technical Services | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Hugh Agro Sr. Vice President, Corporate Development | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Hal Kirby Vice President and Controller | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| Michael H. Farrant Vice President and Treasurer | Scotia Plaza, Suite 5200 40 King Street West Toronto, Ontario M5H 3Y2 | Canada |
| J. Michael Doyle Senior Vice President, Operations | 670 Sierra Rose Drive Reno, NV 89511 | U.S. |