Coeur Mining, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

1-8641
(Commission File Number)

82-0109423
(I.R.S. Employer Identification No.)

104 S. Michigan Ave., Suite 900
Chicago, Illinois 60603
(Address of Principal Executive Offices)

(312) 489-5800
(Registrant’s telephone number, including area code)

N/A
(Form Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2 below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Item 2.01. Completion of Acquisition or Disposition of Assets.

As previously announced, Coeur Mining, Inc. (“Coeur”) entered into the Agreement and Plan of Merger, dated as of December 16, 2014 (the “Original Merger Agreement”), which was amended by the Amendment to Agreement and Plan of Merger dated March 3, 2015 (the “Amendment” and, together with the Original Merger Agreement, the “Merger Agreement”), with Hollywood Merger Sub, Inc., a wholly-owned subsidiary of Coeur (“Merger Sub”), Paramount Gold and Silver Corp. (“Paramount”) and Paramount Nevada Gold Corp., a wholly-owned subsidiary of Paramount that was subsequently merged with and into its direct subsidiary, Paramount Gold Nevada Corp. (“SpinCo”). On April 17, 2015, pursuant to the terms and conditions of the Merger Agreement, Paramount spun off SpinCo to its stockholders (the “Spin-Off”) and Merger Sub merged with and into Paramount, with Paramount continuing as the surviving corporation and as a wholly-owned subsidiary of Coeur.

Spin-Off

On April 17, 2015, prior to the Spin-Off, (i) Coeur made a loan to Paramount in the principal amount of $8.53 million and Paramount contributed substantially all of the proceeds of such loan to SpinCo as an equity contribution, and (ii) SpinCo issued to Coeur, in exchange for a cash payment by Coeur in the principal amount of $1.47 million, newly issued shares of SpinCo common stock amounting to 4.9% of the outstanding SpinCo common stock after issuance. Paramount and SpinCo then entered into the previously disclosed separation agreement, and Paramount completed the Spin-Off by paying a dividend to Paramount’s stockholders on a pro rata basis of all of the shares of SpinCo common stock then held by Paramount.

As a result of the Spin-Off, former Paramount’s stockholders own approximately 95.1% of SpinCo, which is a standalone, publicly traded company, listed on the NYSE MKT LLC under the symbol “PZG”, and Coeur owns the remaining 4.9%.

Merger

On April 17, 2015, following the Spin-Off, Merger Sub and Paramount completed the transaction contemplated by the Merger Agreement, pursuant to which Merger Sub merged with and into Paramount, with Paramount continuing as the surviving corporation and a wholly-owned subsidiary of Coeur. Pursuant to the Merger Agreement, at the effective time, each issued and outstanding share of Paramount common stock, par value $0.001 per share, was converted into the right to receive 0.2016 shares of Coeur common stock, par value $0.01 per share (other than shares held by Coeur, Paramount or any wholly-owned subsidiary of either one), with cash paid in lieu of fractional shares. Coeur issued approximately 32.7 million shares of Coeur common stock as consideration in the transaction. Based on the closing price of Coeur common stock on April 16, 2015 as reported on the New York Stock Exchange, the aggregate value of the consideration paid or payable to former holders of Paramount’s common stock is approximately $185.9 million.

Additional information regarding the transaction may be found in the press release issued by Coeur in connection with the announcement of the completion of the transaction, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The foregoing description of the Merger Agreement and the transactions contemplated by the Merger Agreement does not purport to be complete and is subject to, and qualified in its entirety by, reference to the full text of the Original Merger Agreement, which was previously filed with the Securities and Exchange Commission (the “SEC”) as Exhibit 2.1 to Coeur’s Current Report on Form 8-K dated December 18, 2014 and is incorporated by reference as Exhibit 2.1 to this Current Report on 8-K, and the Amendment, which was previously filed with the SEC as Exhibit 2.1 to Coeur’s Current Report on Form 8-K dated March 6, 2015, and is incorporated by reference as Exhibit 2.2 to this Current Report on 8-K.

Item 8.01. Other Events.

On April 17, 2015, Coeur issued a press release announcing the closing of the transactions contemplated by the Merger Agreement.
Item 9.01. Financial Statements and Exhibits.

(d) List of Exhibits

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<td>Amendment to Agreement and Plan of Merger, dated as of March 3, 2015, among Coeur Mining, Inc., Hollywood Merger Sub, Inc., Paramount Gold and Silver Corp. and Paramount Nevada Gold Corp. (incorporated by reference to Exhibit 2.1 to the registrant’s Current Report on Form 8-K filed on March 6, 2015).</td>
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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 hereunto duly authorized.

COEUR MINING, INC.

By:   /s/ Peter C. Mitchell
Name: Peter C. Mitchell
Title: Senior Vice President and Chief Financial Officer

Date: April 17, 2015
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Coeur Announces Positive Results of Stockholder Votes and Completes Acquisition of Paramount Gold and Silver

Chicago, Illinois - April 17, 2015 - Coeur Mining, Inc. ("Coeur" or the "Company") (NYSE: CDE) announced that the proposals related to the previously announced acquisition of Paramount Gold and Silver Corp. ("Paramount") were approved by both Coeur stockholders and Paramount stockholders and that the transaction has closed.

Based on the vote results at a special meeting of Coeur stockholders held today, Coeur’s proposal was approved by Coeur stockholders owning approximately 98.2% of shares voted. Based on the vote results at a special meeting of Paramount stockholders held today, Paramount’s proposal was approved by Paramount stockholders owning approximately 96.9% of shares voted.

In connection with today’s closing of the transaction, approximately 32.7 million shares of Coeur common stock were issued to Paramount stockholders and approximately $10 million in cash was contributed to Paramount Gold Nevada Corp., a wholly-owned subsidiary of Paramount in which Coeur has retained a 4.9% interest.

Coeur expects to complete a mineral reserve and resource estimate for its Palmarejo mine in Mexico, which includes the newly acquired assets, and file a National Instrument 43-101 compliant technical report on www.sedar.com during the second quarter of 2015.

About Coeur

Coeur Mining is the largest U.S.-based silver producer and a significant gold producer with five precious metals mines in the Americas employing approximately 2,100 people. Coeur produces from its wholly owned operations: the Palmarejo silver-gold mine in Mexico, the San Bartolomé silver mine in Bolivia, the Rochester silver-gold mine in Nevada, the Kensington gold mine in Alaska, and the Wharf gold mine in South Dakota. The Company also has a non-operating interest in the Endeavor mine in Australia in addition to royalties on the Cerro Bayo mine in Chile, the El Gallo complex in Mexico, the Zaruma mine in Ecuador, and the Correnso mine in New Zealand. In addition, the Company has two silver-gold feasibility stage projects - the La Preciosa project in Mexico and the Joaquin project in Argentina. The Company also conducts ongoing exploration activities in Alaska, Argentina, Bolivia, Mexico, and Nevada. The Company owns strategic investment positions in several silver and gold development companies with projects in North and South America.

Cautionary Statement

This news release contains forward-looking statements within the meaning of securities legislation in the United States and Canada, including statements regarding completion of mineral reserve and resource estimates. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause Coeur’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the risk that Coeur will not realize any or all of the anticipated benefits from the Paramount acquisition, the risk that development and operating synergy goals for the Paramount acquisition will not be met and that disruptions from the transaction will harm relationships with customers, employees, suppliers and regulators, the risk that unexpected costs will be incurred, the outcome of litigation (including with respect to the Paramount acquisition), the risks and hazards inherent in the mining business (including risks inherent in developing large-scale mining projects, environmental hazards, industrial accidents, weather or geologically related conditions), changes in the market prices of gold and silver and a sustained lower price environment, the uncertainties inherent in Coeur’s production, exploratory and developmental activities, including risks relating to permitting and regulatory delays, ground conditions, grade variability, any future labor disputes or work stoppages, the uncertainties inherent in the estimation of gold and silver ore reserves, changes that could result from Coeur’s future acquisition of new mining properties or businesses, reliance on third parties to operate certain mines where Coeur owns silver production and reserves and the absence of control over mining operations in which Coeur or its subsidiaries hold royalty or streaming interests and risks related to these mining operations including results of mining and exploration activities, environmental, economic and political risks of the jurisdiction in which the mining operations are located, the loss of any third-party smelter to which Coeur markets silver and gold, the effects of environmental and other governmental regulations, the risks inherent in the ownership or operation of or investment in mining properties or businesses in foreign countries, Coeur’s ability to raise additional financing necessary to conduct its business, make payments or refinance its debt, as well as other uncertainties and risk factors set out in filings made from time to time with the United States Securities and Exchange Commission, and the Canadian securities regulators, including, without limitation, Coeur’s most recent report on...
Form 10-K. Actual results, developments and timetables could vary significantly from the estimates presented. Readers are cautioned not to put undue reliance on forward-looking statements. Coeur disclaims any intent or obligation to update publicly such forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, Coeur undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of Coeur, its financial or operating results or its securities.

For Additional Information:

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www.coeur.com