
Section 1: S-8 (FORM S-8)

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 3, 2019

REGISTRATION NO. 333-_____

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

HECLA MINING COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0664171
(I.R.S. Employer
Identification No.)

6500 N. Mineral Drive, Suite 200
Coeur d'Alene, Idaho 83815-9408
(Address of principal executive offices)

HECLA MINING COMPANY 2010 STOCK INCENTIVE PLAN
(Full title of the plan)

David C. Sienko
Vice President and General Counsel
Hecla Mining Company
6500 N. Mineral Drive, Suite 200
Coeur d'Alene, Idaho 83815-9408
(208) 769-4100

(Name, address, and telephone number, including area code, of agent for service)

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 registers an additional 19,943,545 shares of the common stock, par value \$0.25 per share ("Common Stock"), of Hecla Mining Company (the "Company") that may be offered and sold under the Hecla Mining Company 2010 Stock Incentive Plan (the "Plan"). These shares are in addition to the shares previously registered on the Company's Registration Statements on Form S-8 with respect to the Plan filed with the Securities and Exchange Commission on August 24, 2010 (Registration No. 333-169030 registering 20,000,000 shares) (the "Prior Registration Statement"), of which 56,455 remain unissued. This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is filed in accordance with General Instruction E to Form S-8. Accordingly, pursuant to General Instruction E, the Company hereby incorporates by reference herein the contents of the Prior Registration Statement and hereby deems such content to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 3.1 [Restated Certificate of Incorporation of the Registrant. Filed as exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)

- 3.2 [Bylaws of the Registrant as amended to date. Filed as exhibit 3.1 to Registrant's Current Report on Form 8-K filed on August 22, 2014 \(File No. 1-8491\), and incorporated herein by reference.](#)
- 4.1 [Designations, Preferences and Rights of Series B Cumulative Convertible Preferred Stock of the Registrant. Included as Annex II to Restated Certificate of Incorporation of Registrant. Filed as exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 4.2(a) [Indenture dated as of April 12, 2013 among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee. Filed as exhibit 10.1 to Registrant's Current Report on Form 8-K filed on April 15, 2013 \(File No. 1-8491\), and incorporated herein by reference.](#)
- 4.2(b) [Supplemental Indenture dated as of April 14, 2014 among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and the Bank of New York Mellon Trust Company, N.A., as Trustee. Filed as exhibit 4.2 to Registrant's registration statement on Form S-3ASR filed on April 14, 2014 \(Registration No. 333-195246\), and incorporated herein by reference.](#)
- 4.3(c) [Supplemental Indenture dated August 5, 2015, among Revett Mining Company, Inc., Revett Silver Company, Troy Mine, Inc., RC Resources, Inc., Revett Exploration, Inc., and Revett Holdings, Inc., as Guaranteeing Subsidiaries, and The Bank of New York Mellon Trust Company, N.A., as Trustee. Filed as exhibit 4.2 \(d\) to Registrant's Form 10-K for the year ended December 31, 2015 \(File No. 1-8491\), and incorporated herein by reference.](#)
- 4.3(d) [Supplemental Indenture dated October 26, 2016, among Mines Management Inc., Newhi, Inc., Montanore Minerals Corp., as Guaranteeing Subsidiaries, and The Bank of New York Mellon Trust, N.A., as Trustee. Filed as exhibit 4.2\(e\) to Registrant's Form 10-K for the year ended December 31, 2016 \(File No. 1-8491\), and incorporated herein by reference.](#)
- 4.3(e) [Supplemental Indenture, dated November 30, 2018, among Hecla Mining Company, as Issuer, certain subsidiaries of Hecla Mining Company, as Guarantors thereto, and The Bank of New York Mellon Trust, N.A., as Trustee. Filed as exhibit 4.2\(e\) to Registrant's Annual Report on Form 10-K for the year ended December 31, 2018 \(File No. 1-8491\), and incorporated herein by reference.](#)
- 4.4 [Hecla Mining Company 2010 Stock Incentive Plan \(Amended and restated as of May 23, 2019\). Filed as exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 28, 2019 \(File No. 1-8491\) and incorporated herein by reference.](#)
- 5.1 [Opinion of David C. Sienko as to the legality of the securities being registered.*](#)
- 23.1 [Consent of BDO USA, LLP.*](#)
- 23.2 [Consent of David C. Sienko \(included in Exhibit 5.1\)*](#)
- 23.3 [Consent of Roscoe Postle Associates Inc.*](#)
- 23.4 [Consent of Amec Foster Wheeler E&C Services, Inc.*](#)
- 23.5 [Consent of PricewaterhouseCoopers LLP*](#)
- 24.1 [Powers of Attorney \(set forth on the signature page of this registration statement\).*](#)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coeur d'Alene, State of Idaho, on June 3, 2019.

POWER
OF
ATTORNEY

HECLA MINING COMPANY

Each
person

/s/ David C. Sienko

David C. Sienko

Vice President and General Counsel

whose signature appears below hereby severally and individually constitutes and appoints David C. Sienko and Michael L. Clary and each of them severally, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments (including post-effective amendments) to this Registration Statement, and all instruments necessary or advisable in connection therewith and to file the same with the Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments. This Power of Attorney has been signed on June 3, 2019 by the following persons in the respective capacities indicated below.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 3rd day of June, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Phillips S. Baker, Jr.</u> Phillips S. Baker, Jr.	Chief Executive Officer, President and Director (principal executive officer)
<u>/s/ Lindsay A. Hall</u> Lindsay A. Hall	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Ted Crumley</u> Ted Crumley	Director
<u>/s/ George R. Nethercutt, Jr.</u> George R. Nethercutt, Jr.	Director
<u>/s/ Terry V. Rogers</u> Terry V. Rogers	Director
<u>/s/ Charles B. Stanley</u> Charles B. Stanley	Director

/s/ Stephen F. Ralbovsky

Stephen F. Ralbovsky

Director

/s/ George R. Johnson

George R. Johnson

Director

/s/ Catherine J. Boggs

Catherine J. Boggs

Director

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Section 2: EX-5.1 (EXHIBIT 5.1)

EXHIBIT 5.1

June 3, 2019

Hecla Mining Company
6500 North Mineral Drive
Suite 200
Coeur d'Alene, Idaho 83815-9408

Hecla Mining Company

Registration Statement on Form S-8

Ladies and Gentlemen:

I am Vice President and General Counsel for Hecla Mining Company, a Delaware corporation (the "Company"). I have acted as counsel to the Company in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") that is being filed with the Securities and Exchange Commission and relates to the issuance of up to 19,943,545 shares of common stock of the Company (the "Shares") available for issuance in connection with the Hecla Mining Company 2010 Stock Incentive Plan (the "Plan").

In connection with this opinion, I have examined and am familiar with: (1) the Company's Certificate of Incorporation and Bylaws, as currently in effect; (2) the Plan; (3) the Registration Statement; and (4) such resolutions of the Company's Board of Directors and other corporate records, documents and instruments as in my opinion are necessary or relevant as the basis for the opinions expressed below.

Based upon and subject to the foregoing, I am of the opinion that when issued, delivered and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid, and non-assessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement and all references to me in the Registration Statement.

Very truly yours,

/s/ David C. Sienko

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Section 3: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

Hecla Mining Company
Coeur D'Alene, Idaho

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated February 21, 2019, relating to the consolidated financial statements and the effectiveness of Hecla Mining Company's internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ BDO USA, LLP
Spokane, Washington

June 3, 2019

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Section 4: EX-23.3 (EXHIBIT 23.3)

Exhibit 23.3

THIRD PARTY REVIEWER CONSENT

We consent to the reference to us in the Annual Report on Form 10-K for the year ended December 31, 2018 and the incorporation by reference of such report in the Prospectus constituting a part of this Registration Statement on Form S-8 of Hecla Mining Company. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission.

Date: June 3, 2019

/s/ Deborah A. McCombe, P.Geo.

President and CEO
Roscoe Postle Associates Inc.

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Section 5: EX-23.4 (EXHIBIT 23.4)

Exhibit 23.4

THIRD PARTY REVIEWER CONSENT

We consent to the reference to us in the Annual Report on Form 10-K for the year ended December 31, 2018 and the incorporation by reference of such report in the Prospectus constituting a part of this Registration Statement on Form S-8 of Hecla Mining Company. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission.

Date: June 3, 2019

On behalf of Amec Foster Wheeler E&C Services, Inc.

/s/ Edward J.C. Orbock III

US Manager, Consulting
Amec Foster Wheeler E&C Services, Inc. (a Wood. company)

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Section 6: EX-23.5 (EXHIBIT 23.5)

Exhibit 23.5

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Hecla Mining Company of our report dated March 14, 2018, relating to the consolidated financial statements of Klondex Mines Ltd., which appears in the Current Report on Form 8-K of Hecla Mining Company filed on July 24, 2018.

/s/ PricewaterhouseCoopers LLP

Vancouver, British Columbia
Canada
June 3, 2019

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