

PAN AMERICAN SILVER CORP  
Form 8-A12G  
February 22, 2019

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Pan American Silver Corp.  
(Exact name of registrant as specified in its charter)

Province of British Columbia, Canada    Not Applicable  
(State of incorporation                      (IRS Employer  
or organization)                              Identification No.)

1500 - 625 Howe Street  
Vancouver, British Columbia, Canada    V6C 2T6  
(Address of principal                      (Zip Code)  
executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class<br>to be so registered | Name of each exchange on which<br>each class is to be registered |
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|                |                |
|----------------|----------------|
| Not Applicable | Not Applicable |
|----------------|----------------|

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Contingent Value Rights

(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered

The information required by this item is contained under the headings "Frequently Asked Questions About the Arrangement and the Tahoe Meeting", "Note to United States Securityholders", "The Arrangement – Regulatory Law Matters and Securities Law Matters" and "Transaction Documents – The Rights Indenture" in the proxy circular of Tahoe Resources Inc., dated December 4, 2018 (the "Proxy Circular"), as furnished to the Securities and Exchange Commission (File No. 001-35531) under cover of Form 6-K on December 7, 2018. The information contained under the headings "Frequently Asked Questions About the Arrangement and the Tahoe Meeting", "Note to United States Securityholders", "The Arrangement – Regulatory Law Matters and Securities Law Matters" and "Transaction Documents – The Rights Indenture" in the Proxy Circular is hereby incorporated by reference into this registration statement on Form 8-A, and is deemed filed under the Securities Exchange Act of 1934, as amended.

A total of 313,887,490 Contingent Value Rights are outstanding as of February 22, 2019. The rights agent for the Contingent Value Rights is Computershare Trust Company of Canada.

Item 2.

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

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| <u>1.</u> | <u>Rights Indenture, dated as of February 22, 2019, between Pan American Silver Corp., Minera San Rafael S.A. and Computershare Trust Company of Canada., as Rights Agent.</u> |
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 22, 2019 Pan American Silver Corp.

By: /s/ Michael Steinmann

Name: Michael Steinmann

Title: President and Chief Executive Officer