

ALAMOS GOLD INC
Form SC 13G
June 09, 2017

CUSIP NO. 011532108
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13G

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

SCHEDULE 13G

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

ALAMOS GOLD INC.
(Name of Issuer)

Common Shares, Without Par Value
(Title of Class of Securities)

011532108

(CUSIP Number)

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May 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).

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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

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(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

31,790,336

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

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

10.6%

12. TYPE OF REPORTING PERSON

HC, CO (See Item 4)

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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

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(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

31,790,336

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

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

10.6%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

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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

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(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

31,790,336

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

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

10.6%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

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Item 1.

(a) Name of Issuer

ALAMOS GOLD INC.

(b) Address of Issuer's Principal Executive Offices

Brookfield Place, 181 Bay Street, Suite 3910

Toronto, Ontario, Canada, M5J 2T3

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, Without Par Value

(e) CUSIP Number

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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

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§240.13d 1(b) (1) (ii) (F);

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

§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

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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 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

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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"), 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 are

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

FRI establish informational barriers that prevent the flow between FMA and the FRI

affiliates of information that relates to the voting and investment powers over the

securities owned by their respective investment management clients. Consequently, FMA and

the FRI affiliates report the securities over which they hold investment and voting power

separately from each other for purposes of Section 13 of the Act.

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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

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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:

31,790,336

(b) Percent of class:

10.6%

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

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

Inc.: Franklin Resources,

0

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Johnson:	Charles B.	0
Jr.:	Rupert H. Johnson,	0
Limited:	Templeton Global Advisors 11,380,469	
Inc.:	Franklin Advisers,	8,583,395
LLC:	Templeton Investment Counsel, 8,028,302	
Corp.:	Franklin Templeton Investments 640,810	
Ltd.:	Franklin Templeton Investments (Asia) 393,500	
Limited:	Franklin Templeton Investment Management 196,350	
Ltd.:	Templeton Asset Management 86,820	
International:	Fiduciary Trust Company 29,000	

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vote (ii) Shared power to vote or to direct the
0

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

Inc.: Franklin Resources,
0

Johnson: Charles B.
0

Jr.: Rupert H. Johnson,
0

Limited: Templeton Global Advisors
11,657,659

Inc.: Franklin Advisers,
8,583,395

LLC: Templeton Investment Counsel,
8,736,622

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Corp.: Franklin Templeton Investments
640,810

Limited: Franklin Templeton Investment Management
284,160

Ltd.: Franklin Templeton Investments (Asia)
393,500

Ltd.: Templeton Asset Management
86,820

International: Fiduciary Trust Company
29,000

(iv) Shared power to dispose or to direct the disposition of [1]

Limited: Templeton Global Advisors
1,111,940

LLC: Templeton Investment Counsel,
266,430

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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.

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

[1] 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.

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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

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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: June 8, 2017

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

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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 June 8, 2017.

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

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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 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

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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

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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.

Johnson

/s/Charles B.

Signature

Charles B.

Johnson

Print Name

CUSIP NO. 011532108

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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 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

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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

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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

Jr.

Rupert H. Johnson,

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EXHIBIT C

Franklin Advisers, Inc. Item 3 Classification:
3(e)

Franklin Templeton Investment Management Limited Item 3 Classification:
3(e)

Franklin Templeton Investments (Asia) Ltd. Item 3 Classification:
3(e)

Franklin Templeton Investments Corp. Item 3 Classification:
3(e)

Templeton Asset Management Ltd. Item 3 Classification:
3(e)

Templeton Global Advisors Limited Item 3 Classification:
3(e)

Templeton Investment Counsel, LLC Item 3 Classification:
3(e)

Fiduciary Trust Company International

Item 3 Classification:

3 (b)