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INTRAWEST CORP  
Form S-8  
December 17, 2001

AS FILED December 17, 2001

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTRAWEST CORPORATION

-----  
(Exact name of registrant as specified in its charter)

British Columbia, Canada  
(State or other jurisdiction  
of incorporation or organization)

N/A  
(I.R.S. Employer  
Identification No.)

Suite 800, 200 Burrard Street,  
Vancouver, British Columbia, Canada V6C 3L6  
(604) 669-9777

-----  
(Address of Principal Executive Offices)

INTRAWEST CORPORATION STOCK OPTION PLAN  
(Full title of the plan)

PTSGE Corporation  
Preston Gates Ellis LLP, 701 Fifth Avenue, Suite 5000  
Seattle, WA 98104-7078

-----  
(Name and address of agent for service of process)

(206) 623-7580  
(Telephone number, including area code, of agent for service)

Copies of all communications to:  
Gary J. Kocher  
Preston Gates Ellis LLP  
701 Fifth Avenue, Suite 5000  
Seattle, Washington 98104-7078

CALCULATION OF REGISTRATION FEE

=====

| Title of securities<br>to be registered | Amount to be<br>registered(1) | Proposed<br>maximum offering<br>price per unit (2) | Proposed maximum<br>aggregate offering<br>price (2) | Amount o<br>registration |
|-----------------------------------------|-------------------------------|----------------------------------------------------|-----------------------------------------------------|--------------------------|
|-----------------------------------------|-------------------------------|----------------------------------------------------|-----------------------------------------------------|--------------------------|

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|                                    |                     |         |              |           |
|------------------------------------|---------------------|---------|--------------|-----------|
| Common Stock,<br>without par value | 1,297,400<br>shares | \$16.12 | \$20,914,088 | \$4,998.4 |
|------------------------------------|---------------------|---------|--------------|-----------|

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Based on the average of the high and low share price on December 11, 2001 as reported on the New York Stock Exchange consolidated reporting system, solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act.

(3) Determined pursuant to Section 6(b) of the Securities Act as follows:  
0.0239% of \$20,914,088, the proposed maximum aggregate offering price of the securities registered hereby.

### REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E to Form S-8, this Registration Statement is for the registration of 1,297,400 additional shares of common stock, without par value, of Intrawest Corporation (the "Company"), for issuance under the Intrawest Corporation Stock Option Plan (the "Plan"). The contents of the original Registration Statement on Form S-8 filed in connection with the Plan on October 30, 1998 (No. 333-66393) and a subsequently filed Registration Statement on Form S-8 to register additional shares under the Plan (Registration No. 333-53916) are incorporated herein by reference. This Registration Statement (a) relates to securities of the same class as those to which the prior registration statements relate and (b) incorporates by reference the contents of the prior registration statements.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 8. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION                                        | PAGE |
|----------------|----------------------------------------------------|------|
| -----          | -----                                              | ---- |
| 5.1            | Opinion of McCarthy Tetrault LLP                   | 5    |
| 23.1           | Consent of KPMG LLP                                | 6    |
| 23.2           | Consent of McCarthy Tetrault LLP (see Exhibit 5.1) |      |
| 24.1           | Power of Attorney (see signature page)             |      |

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Vancouver, Province of British Columbia, Country of Canada on this 12th day of December, 2001.

INTRAWEEST CORPORATION

/s/ Joe S. Houssian

-----  
By: Joe S. Houssian  
Its: Chairman of the Board, President  
and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel O. Jarvis his or her attorney-in-fact, for him or her in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their capacities listed below on December 12, 2001.

| Name                                                  | Title                                                                                                 |
|-------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| /s/ Joe S. Houssian<br>-----<br>Joe S. Houssian       | Chairman of the Board, President and<br>Chief Executive Officer<br>(Principal Executive Officer)      |
| /s/ Daniel O. Jarvis<br>-----<br>Daniel O. Jarvis     | Executive Vice President and<br>Chief Financial Officer and Director<br>(Principal Financial Officer) |
| /s/ David C. Blaiklock<br>-----<br>David C. Blaiklock | Vice President and Corporate Controller<br>(Principal Accounting Officer)                             |
| /s/ Thomas M. Allan<br>-----<br>Thomas M. Allan       | Director                                                                                              |
| /s/ David A. King<br>-----<br>David A. King           | Director                                                                                              |

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/s/ Gordon H. MacDougall  
-----  
Gordon H. MacDougall

Director

3

/s/ Paul M. Manheim  
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Paul M. Manheim

Director

/s/ Paul A. Novelly  
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Paul A. Novelly

Director

-----  
Gary L. Raymond

Director

/s/ Bernard A. Roy  
-----  
Bernard A. Roy

Director

/s/ Khaled C. Sifri  
-----  
Khaled C. Sifri

Director

-----  
Hugh R. Smythe

Director

/s/ Nicholas C. H. Villiers  
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Nicholas C. H. Villiers

Director

4