

ALEXCO RESOURCE CORP
Form 40-F/A
September 20, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 40-F/A
(Amendment No. 1)**

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **June 30, 2011**

Commission file number: **001-33621**

ALEXCO RESOURCE CORP.

(Exact Name of Registrant as Specified in its Charter)

British Columbia, Canada

(Province or other jurisdiction of
incorporation or organization)

1040

(Primary Standard Industrial
Classification Code)

91-0742812

(I.R.S. Employer Identification No.)

Suite 1150-200 Granville Street

Vancouver, British Columbia, Canada V6C 1S4

(604) 633-4888

(Address and Telephone Number of Registrant's Principal Executive Offices)

Alexco Resource U.S. Corp.

Suite I-102, 88 Inverness Circle East

Englewood, Colorado 80112

(303) 862-3929

(Name, address (including zip code) and telephone number
(including area

Copies to:

Jason K. Brenkert

Dorsey & Whitney LLP

1400 Wewatta Street, Suite 400

Denver, Colorado 80202

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code) of agent for service in the United States)

(303) 352-1133

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

Title of Each Class:

Name of Each Exchange On Which Registered:

Common Shares, no par value

NYSE Amex

Securities registered or to be registered pursuant to Section 12(g) of the Act: **N/A**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **N/A**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: As at June 30, 2011, 59,937,565 common shares of the Registrant were issued and outstanding.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes No

EXPLANATORY NOTE

Alexco Resource Corp. (the Corporation or the Registrant) is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act), on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Corporation is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act. Equity securities of the Corporation are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is filing this Amendment No. 1 to its annual report on Form 40-F, as originally filed on September 15, 2011, to file the consent of Consent of Lars Weiershäuser, Ph.D, P.Geo., which was previously unavailable. No other amendments are being made to the annual report on Form 40-F as originally filed.

UNDERTAKING

The Corporation undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

Concurrently herewith, the Corporation is filing an updated Appointment of Agent for Service of Process and Undertaking on Form F-X with the SEC with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F arises.

EXHIBIT INDEX

The following exhibits have been filed as part of this Annual Report on Form 40-F.

EXHIBITS

- 1.* Annual Information Form of the Corporation for the year ended June 30, 2011
- 2.* The following audited consolidated financial statements of the Corporation, are exhibits to and form a part of this Report:
 - Auditors Report on Consolidated Financial Statements;
 - Consolidated Balance Sheets as at June 30, 2011 and 2010;
 - Consolidated Statements of Operations for the years ended June 30, 2011 and 2010;
 - Consolidated Statements of Cash Flows for the years ended June 30, 2011 and 2010;
 - Consolidated Statements of Shareholders Equity for the years ended June 30, 2011 and 2010; and
 - Notes to Consolidated Financial Statements (which includes a reconciliation with United States GAAP as Note 22)
- 3.* Management s Discussion and Analysis for the year ended June 30, 2011

CERTIFICATIONS

- 4 Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 5 Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
- 6 Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 7 Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

CONSENTS

- 8* Consent of PricewaterhouseCoopers LLP, Chartered Accountants
- 9.* Consent of Stanton Dodd, L.Ge.
- 10.* Consent of Robert Vincent Scartozzi, L.Ge.
- 11.* Consent of G. David Keller, P.Ge.
- 12.* Consent of Ken Reipas, P.Eng.
- 13.* Consent of Bruce Murphy, FSAIMM

14. Consent of Lars Weiershäuser, Ph.D, P.Geo.

15.* Consent of Hassan Ghaffari, P.Eng.

16.* Consent of Gilles Arseneau, P. Geo

* Previously filed with the Company's annual report on Form 40-F as filed with the Securities and Exchange Commission on September 15, 2011.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

ALEXCO RESOURCE CORP.

By: /s/ Clynton R.

Nauman

Name: Clynton R. Nauman

Title: President and Chief Executive Officer

Date: September 20, 2011
