

FREEPORT MCMORAN COPPER & GOLD INC

Form S-4

December 28, 2012

Table of Contents

As filed with the Securities and Exchange Commission on December 28, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Freeport-McMoRan Copper & Gold Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

1000
(Primary Standard Industrial

74-2480931
(I.R.S. Employer

Edgar Filing: FREEPORT MCMORAN COPPER & GOLD INC - Form S-4

(Incorporation)

(Classification Code Number)

(Identification Number)

333 North Central Avenue

Phoenix, AZ 85004-2189

(602) 366-8100

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Douglas N. Currault II

Assistant General Counsel and Corporate Secretary

333 North Central Avenue

Phoenix, AZ 85004-2189

(602) 366-8100

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

With copies to:

David E. Shapiro, Esq.

John F. Wombwell

**Michael E. Dillard
Sean T. Wheeler**

Wachtell, Lipton, Rosen & Katz

Executive Vice President, General Counsel and Secretary

Latham & Watkins LLP

51 West 52nd Street

Plains Exploration & Production Company

811 Main Street, Suite 3700

New York, NY 10019

700 Milam, Suite 3100

Houston, TX 77002

(212) 403-1000

Houston, TX 77002

(713) 546-5400

(713) 579-6000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Edgar Filing: FREEPORT MCMORAN COPPER & GOLD INC - Form S-4

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share of Common Stock	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽²⁾
Common stock, par value \$0.10 per share	91,454,303	N/A	\$2,891,387,498.98	\$394,385.25

- (1) The maximum number of shares of Freeport-McMoRan Copper & Gold Inc. (FCX) common stock estimated to be issuable upon the completion of the IMONC LLC / Plains Exploration & Production Company (PXP) merger described herein. This number is based on the number of shares of PXP common stock estimated to be outstanding, or reserved for issuance under various plans, immediately prior to completion of the merger, and the exchange of each share of PXP common stock and share of PXP common stock reserved for issuance under various plans for cash and shares of FCX common stock pursuant to the formula set forth in the Agreement and Plan of Merger (the merger agreement), dated as of December 5, 2012, by and among FCX, IMONC LLC and PXP and the letter agreements entered into by FCX, PXP and PXP 's named executive officers concurrently with the execution of the merger agreement based on the closing price of FCX common stock on December 21, 2012.
- (2) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(f)(1), 457(f)(3) and 457(c) under the Securities Act, the proposed maximum aggregate offering price of the Registrant 's common stock was calculated based upon the market value of shares of PXP common stock (the securities to be cancelled in the merger) in accordance with Rule 457(c) under the Securities Act as follows: (A) the product of (1) \$45.61, the average of the high and low prices per share of PXP common stock on December 21, 2012, as quoted on the New York Stock Exchange, multiplied by (2) 136,042,318, the maximum number of shares of PXP common stock which may be exchanged in the merger, less (B) the amount of cash to be paid by the Registrant in exchange for shares of PXP common stock (which equals \$3,313,502,625).

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 28, 2012

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholder:

On December 5, 2012, Plains Exploration & Production Company (PXP) agreed to merge with and into IMONC LLC, a wholly owned subsidiary of Freeport-McMoRan Copper & Gold Inc. (FCX). We are sending you this proxy statement/prospectus to invite you to attend a special meeting of PXP stockholders being held to vote on the merger and to ask you to vote at the special meeting in favor of the merger.

If the merger is completed, PXP will merge with and into IMONC LLC, with IMONC LLC surviving the merger as a wholly owned subsidiary of FCX, and you will be entitled to elect to receive your merger consideration in the form of cash or FCX common stock. Subject to the election, adjustment and proration procedures described in this document, you will be entitled to receive, in exchange for each share of PXP common stock you hold at the time of the merger, consideration, without interest, with a value equal to the sum of (i) \$25.00 and (ii) 0.6531 multiplied by the average closing price of FCX common stock on the New York Stock Exchange (the NYSE) for the ten trading days immediately preceding the date which is five trading days immediately prior to the completion date of the merger. We expect that the merger will generally be tax-free to you as to any shares of FCX common stock you receive in the merger and generally taxable to you as to any cash you receive.

The implied value of the merger consideration will fluctuate with the market price of FCX common stock. As explained in more detail in this document, whether you make a cash election, a stock election or no election, the value of the consideration you will receive as of the completion date of the merger will be substantially the same based on the average FCX closing price for the ten trading days immediately preceding the date which is five trading days immediately prior to the completion date of the merger.

As an example, if the average closing price of FCX common stock on the NYSE for the ten trading days immediately preceding the date which is five trading days immediately prior to the completion date of the merger is \$, which was the closing price of FCX common stock on the NYSE on , 2013 (the most recent practicable date prior to the mailing of this proxy statement), each share of PXP common stock would be converted into the right to receive either approximately \$ in cash or approximately shares of FCX common stock. Based on that FCX closing price, the shares of FCX common stock would have a market value of approximately \$. As an additional example, if the average closing price of FCX common stock on the NYSE for the ten trading days immediately preceding the date which is five trading days immediately prior to the completion date of the merger is \$38.28, which was the closing price for FCX common stock on December 4, 2012 (the last trading day prior to the announcement of the merger), each share of PXP common stock would be converted into the right to receive either \$50.00 in cash or approximately 1.3062 shares of FCX common stock. Based on that FCX closing price, the approximately 1.3062 shares of FCX common stock would have a market value of approximately \$50.00. A chart showing the cash and stock merger consideration at various hypothetical closing prices of FCX common stock is provided on page 7 of this document.

The market prices of both FCX common stock and PXP common stock will fluctuate before the merger. You should obtain current stock price quotations for FCX common stock and PXP common stock. FCX common stock is quoted on the NYSE under the symbol FCX and PXP common stock is quoted on the NYSE under the symbol PXP.

The special meeting of the stockholders of PXP will be held at , at , local time, on , 2013. **Your vote is important.** An affirmative vote of a majority of the outstanding shares of

Table of Contents

PXP's common stock entitled to vote as of the record date is required to adopt the merger agreement. Regardless of whether you plan to attend the special stockholders' meeting, please take the time to vote your shares in accordance with the instructions contained in this document.

Under Delaware law, if the merger is completed, holders of shares of PXP common stock who do not vote in favor of the adoption of the merger agreement may, under certain circumstances, have the right to seek appraisal of the fair value of their shares, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and they comply with other Delaware law procedures and requirements explained in this document.

The PXP board of directors has unanimously determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of PXP and its stockholders, and recommends that the PXP stockholders adopt the merger agreement.

This document describes the special meeting, the merger, the documents related to the merger and other related matters. Please carefully read this entire document, including Risk Factors beginning on page 29, for a discussion of the risks relating to the proposed merger. You also can obtain information about FCX and PXP from documents that each company has filed with the Securities and Exchange Commission.

James C. Flores

Chairman of the Board, President and Chief Executive Officer

Plains Exploration & Production Company

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the FCX common stock to be issued under this document or determined if this document is accurate or adequate. Any representation to the contrary is a criminal offense.

The date of this document is _____, 2013, and it is first being mailed or otherwise delivered to PXP stockholders on or about _____, 2013.

Table of Contents

PLAINS EXPLORATION & PRODUCTION COMPANY

700 Milam, Suite 3100

Houston, Texas 77002

(713) 579-6000

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON _____, 2013

Plains Exploration & Production Company will hold a special meeting of stockholders at _____, at _____, local time, on _____, 2013 to consider and vote upon the following proposals:

to adopt the Agreement and Plan of Merger, dated as of December 5, 2012, by and among Plains Exploration & Production Company (PXP), Freeport-McMoRan Copper & Gold Inc. (FCX) and IMONC LLC, a wholly owned subsidiary of FCX (Merger Sub), as such agreement may be amended from time to time (the merger agreement), which provides for, among other things, the merger of PXP with and into IMONC LLC, with IMONC LLC surviving the merger as a wholly owned subsidiary of FCX;

to consider and cast an advisory (non-binding) vote on the specified compensation that may be received by PXP s named executive officers in connection with the merger;

to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement; and

to transact such other business as may properly come before the special meeting and any adjournment or postponement thereof. The PXP board of directors has fixed the close of business on _____, 2013 as the record date for the special meeting. Only PXP stockholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting.

A majority of the outstanding shares of PXP s common stock entitled to vote as of the record date is required to adopt the merger agreement. **Regardless of whether you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible. If you hold stock in your name as a stockholder of record, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed, stamped envelope. You may also authorize a proxy to vote your shares by either visiting the website or calling the toll-free number shown on your proxy card. If you hold your stock in street name through a bank or broker, please direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of PXP common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before its exercise at the special meeting in the manner described in the accompanying document.

The PXP board of directors recommends that the PXP stockholders vote:

FOR the proposal to adopt the merger agreement;

Edgar Filing: FREEPORT MCMORAN COPPER & GOLD INC - Form S-4

FOR the proposal to approve, on an advisory (non-binding) basis, the specified compensation that may be received by PXP's named executive officers in connection with the merger; and

Table of Contents

FOR any adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement.

BY ORDER OF THE BOARD OF DIRECTORS,

John F. Wombwell

Executive Vice President, General Counsel and Secretary

, 2013

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY, REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE SPECIAL MEETING. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD.

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This document incorporates important business and financial information about FCX and PXP from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Freeport-McMoRan Copper & Gold Inc.

333 N. Central Ave.

Phoenix, AZ 85004

(602) 366-8100

Email: fcx_communications@fmi.com

Plains Exploration & Production Company

700 Milam, Suite 3100

Houston, TX 77002

(713) 579-6000

Email: investor@pxp.com

You will not be charged for any of these documents that you request. PXP stockholders requesting documents should do so by , 2013, in order to receive them before the special meeting.

See Where You Can Find More Information.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>SUMMARY</u>	6
<u>FREEPORT-McMoRan COPPER & GOLD INC. SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA</u>	16
<u>PLAINS EXPLORATION & PRODUCTION COMPANY SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA</u>	22
<u>PLAINS EXPLORATION & PRODUCTION COMPANY SELECTED UNAUDITED PRO FORMA RESERVE DATA</u>	26
<u>SUMMARY SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	27
<u>UNAUDITED COMPARATIVE PER SHARE DATA</u>	28
<u>RISK FACTORS</u>	29
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	34
<u>THE PXP SPECIAL MEETING</u>	36
<u>PROPOSAL NO. 1 THE MERGER</u>	39
<u>Background of the Merger</u>	39
<u>FCX's Reasons for the Merger</u>	46
<u>PXP's Reasons for the Merger; Recommendation of the PXP Board of Directors</u>	49
<u>Opinion of PXP's Financial Advisor</u>	52
<u>Certain Unaudited Financial Forecasts Prepared by the Management of PXP</u>	66
<u>Certain Unaudited Financial Information Prepared by the Management of FCX</u>	68
<u>Board of Directors and Management of FCX Following Completion of the Merger</u>	69
<u>Public Trading Markets</u>	69
<u>Appraisal Rights</u>	69
<u>Regulatory Approvals Required for the Merger</u>	73
<u>PXP's Directors and Officers Have Financial Interests in the Merger</u>	74
<u>Litigation Relating to the Merger</u>	84
<u>THE MERGER AGREEMENT</u>	87
<u>Terms of the Merger</u>	87
<u>Closing and Effective Time of the Merger</u>	87
<u>Consideration To Be Received in the Merger</u>	87
<u>Treatment of PXP Equity-Based Awards</u>	91
<u>Conversion of Shares; Exchange of Certificates; Elections as to Form of Consideration</u>	92
<u>Representations and Warranties</u>	93
<u>Definition of Material Adverse Effect</u>	95
<u>Covenants and Agreements</u>	95
<u>Reasonable Best Efforts of PXP to Obtain the Required Shareholder Vote</u>	98
<u>Agreement Not to Solicit Other Offers</u>	100
<u>Expenses and Fees</u>	100
<u>Employee Matters</u>	100
<u>Indemnification and Insurance</u>	101
<u>Conditions to Complete the Merger</u>	102
<u>Termination of the Merger Agreement</u>	102
<u>Termination Fee</u>	103
<u>Amendment, Waiver and Extension of the Merger Agreement</u>	104
<u>Voting and Support Agreement</u>	104
<u>ACCOUNTING TREATMENT</u>	104
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	105
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	114
<u>PROPOSAL NO. 2 ADVISORY VOTE REGARDING MERGER-RELATED COMPENSATION FOR PXP NAMED EXECUTIVE OFFICERS</u>	118
<u>PROPOSAL NO. 3 ADJOURNMENT OF THE SPECIAL MEETING</u>	119

Table of Contents

	Page
<u>INFORMATION ABOUT THE COMPANIES</u>	120
<u>Freeport-McMoRan Copper & Gold Inc.</u>	120
<u>Plains Exploration & Production Company</u>	120
<u>COMPARISON OF STOCKHOLDERS' RIGHTS</u>	121
<u>AUTHORIZED AND OUTSTANDING CAPITAL STOCK</u>	121
<u>BUSINESS COMBINATIONS</u>	121
<u>AMENDMENT TO THE CERTIFICATE OF INCORPORATION</u>	122
<u>AMENDMENT TO THE BYLAWS</u>	122
<u>SPECIAL MEETINGS OF STOCKHOLDERS</u>	123
<u>STOCKHOLDER PROPOSALS AND NOMINATIONS</u>	123
<u>STOCKHOLDER ACTION BY WRITTEN CONSENT</u>	123
<u>BOARD OF DIRECTORS</u>	123
<u>Number of Directors</u>	123
<u>Classification</u>	124
<u>Removal</u>	124
<u>Vacancies</u>	124
<u>Special Meetings of the Board</u>	124
<u>Director Liability and Indemnification</u>	124
<u>STOCKHOLDER RIGHTS PLAN</u>	125
<u>CUMULATIVE VOTING</u>	126
<u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u>	127
<u>LEGAL MATTERS</u>	128
<u>EXPERTS</u>	128
<u>OTHER MATTERS</u>	129
<u>RESERVES</u>	129
<u>PXP 2013 ANNUAL MEETING STOCKHOLDER PROPOSALS</u>	129
<u>STOCKHOLDERS SHARING AN ADDRESS</u>	129
<u>COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES</u>	129
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	130
<u>PART II INFORMATION NOT REQUIRED IN PROSPECTUS</u>	II-1
<u>SIGNATURES</u>	II-5
<u>EXHIBIT INDEX</u>	II-7
<u>ANNEX A: AGREEMENT AND PLAN OF MERGER</u>	A-1
<u>ANNEX B: OPINION OF BARCLAYS CAPITAL INC.</u>	B-1
<u>ANNEX C: SECTION 262 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE</u>	C-1

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

The questions and answers below highlight only selected procedural information from this document. They do not contain all of the information that may be important to you. You should read carefully the entire document and the additional documents incorporated by reference into this document to fully understand the voting procedures for the special meeting.

Q: What is the proposed transaction for which I am being asked to vote?

A: You are being asked to adopt the Agreement and Plan of Merger, dated as of December 5, 2012 (the merger agreement), by and among Plains Exploration & Production Company (PXP), Freeport-McMoRan Copper & Gold Inc. (FCX) and IMONC LLC, which provides for, among other things, the merger of PXP with and into IMONC LLC, with IMONC LLC surviving the merger as a wholly owned subsidiary of FCX.

Q: What do I need to do now?

A: With respect to the meeting, after you have carefully read this document and have decided how you wish to vote your shares, please vote your shares promptly. If you hold stock in your name as a stockholder of record, you must complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible. You may also authorize a proxy to vote your shares by telephone or through the Internet as instructed on the proxy card. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Submitting your proxy card, authorizing a proxy by telephone or through the Internet, or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the special meeting.

With respect to the merger, you should complete and return the election form, together with your stock certificates, to Computershare Trust Company N.A., the exchange agent for the merger, according to the instructions printed on the form or, if your shares are held in street name, according to your broker's instructions.

Q: When must I elect the type of merger consideration that I prefer to receive?

A: If you wish to elect the type of merger consideration you receive in the merger, you should carefully review and follow the instructions set forth in the form of election, which is being mailed to PXP stockholders together with this document. You will need to sign, date and complete the election form and transmittal materials and return them to the exchange agent, Computershare Trust Company N.A., at the address given in the materials, together with the certificates representing shares of PXP common stock, prior to the election deadline. The election deadline will be , 2013 or such other date as the parties agree. If you do not submit a properly completed and signed form of election to the exchange agent by the election deadline, you will have no control over the type of merger consideration you may receive, and consequently, may receive only cash, only FCX common stock or a combination of cash and FCX common stock in the merger. If you hold shares in street name, you will have to follow your broker's instructions to make an election.

Q: If I am a PXP stockholder, should I send in my PXP stock certificates with my proxy card?

A: No. Please DO NOT send your PXP stock certificates with your proxy card. You should carefully review and follow the instructions set forth in the form of election, which is being mailed to PXP stockholders together with this document, regarding the surrender of your share certificates. You should then, prior to the election deadline, send your PXP common stock certificates to the exchange agent, together with your completed, signed form of election.

Table of Contents

Q: Are PXP stockholders entitled to appraisal rights?

A: Yes. PXP stockholders may exercise appraisal rights in connection with the merger under Delaware law by following the procedures required under Delaware law as described in this proxy statement/prospectus.

Q: Why is my vote important?

A: Because the presence at the special meeting of holders, present in person or represented by proxy, of a majority of the outstanding shares of PXP's common stock entitled to vote at the special meeting, is necessary to constitute a quorum, and because the affirmative vote of holders of a majority of the outstanding shares of PXP's common stock entitled to vote is necessary to complete the merger, every stockholder's vote is important. **The PXP board of directors recommends that you vote FOR the proposal to adopt the merger agreement; FOR the proposal to approve, on an advisory (non-binding) basis, the specified compensation that may be received by PXP's named executive officers in connection with the merger; and FOR any adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the proposal to adopt the merger agreement.**

Q: If my shares of common stock are held in street name by my broker, will my broker automatically vote my shares for me?

A: No. Your broker cannot vote your shares without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker.

Q: What if I fail to instruct my broker?

A: If you do not provide your broker with instructions, your broker generally will not be permitted to vote your shares on the merger proposal or the advisory proposal (a so-called "broker non-vote"). Because the required vote to adopt the merger agreement is based upon the number of PXP shares issued and outstanding on the record date and entitled to vote, and the required vote for adjournment of the special meeting is based upon the number of PXP shares held by stockholders present, in person or by proxy, and entitled to vote and not the number of PXP shares that are actually voted, the failure to provide your broker instructions will have the same effect as a vote cast against such proposals. With respect to the advisory proposal, only those votes cast for and against the proposal are counted and, accordingly, a failure to provide your broker instructions will have no effect on the vote to approve the advisory proposal. Broker non-votes, if any, are submitted by brokers or nominees in connection with the special meeting, will be treated as present for quorum purposes.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All stockholders, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of PXP common stock can vote in person at the special meeting. If you are not a stockholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. PXP reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

Table of Contents

Q: Can I change my vote?

A: Yes. You may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, or by submitting another proxy via the Internet or by telephone, (2) delivering a written revocation letter to the Secretary of PXP, or (3) attending the special meeting in person, notifying the Secretary and voting by ballot at the special meeting. The mailing address of PXP's Secretary is 700 Milam, Suite 3100, Houston, Texas 77002.

Any stockholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy, but the mere presence (without notifying the Secretary of PXP and voting by ballot) of a stockholder at the special meeting will not constitute revocation of a previously given proxy.

Q: When do you expect to complete the merger?

A: We expect to complete the merger in the second quarter of 2013. However, we cannot assure you when or if the merger will occur. Among other things, we cannot complete the merger until we obtain the approval of PXP stockholders at the special meeting.

Q: What will be the management structure of the combined company following completion of the merger?

A: James R. Moffett, Chairman of FCX and Co-chairman and Chief Executive Officer of McMoRan Exploration Co. (MMR), will continue as Chairman of the combined company. B. M. Mack Rankin, Jr. will continue in his role as Vice Chairman of the board of directors of the combined company. Richard C. Adkerson, President and Chief Executive Officer of FCX and Co-chairman of MMR, will continue as President and Chief Executive Officer and will be appointed Vice Chairman of the combined company. James C. Flores, Chairman, President and Chief Executive Officer of PXP, will be Vice Chairman of the combined company and Chief Executive Officer of its oil and gas operations. Kathleen L. Quirk will continue as Executive Vice President and Chief Financial Officer of the combined company. At closing, the combined company will add to its board of directors James C. Flores and two other members from PXP's board.

Q: Where will the headquarters of the combined company be?

A: The corporate headquarters of the combined company will be located in Phoenix, Arizona, and the combined company expects to maintain offices in Houston, Texas, New Orleans, Louisiana and elsewhere to support its oil and gas operations and certain administrative functions.

Q: How does the proposed merger relate to FCX's proposed merger with MMR?

A: On December 5, 2012, FCX entered into an Agreement and Plan of Merger with MMR and INAVN Corp., a Delaware corporation and wholly owned subsidiary of FCX (as amended from time to time, the MMR merger agreement), pursuant to which INAVN Corp. will merge with and into MMR, with MMR surviving the merger as a wholly owned subsidiary of FCX (the MMR merger). Concurrently with the filing of this proxy statement/prospectus, a proxy statement/prospectus is being filed in connection with the MMR merger that will be mailed to stockholders of MMR. The MMR merger is a separate transaction and the completion of the MMR merger is not a condition to the completion of the merger, and the completion of the merger is not a condition to the completion of the MMR merger.

Q: Whom should I call with questions about the special meeting or the merger?

Edgar Filing: FREEPORT MCMORAN COPPER & GOLD INC - Form S-4

A: PXP stockholders should call _____, PXP's proxy solicitor, at _____ with any questions about the merger and related transactions.

Table of Contents

SUMMARY

This summary highlights information contained elsewhere in this document and may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions. See [Where You Can Find More Information](#).

The Merger

The terms and conditions of the merger are contained in the merger agreement, which is attached as Annex A to this document. Please carefully read the merger agreement as it is the legal document that governs the merger.

PXP Will Merge with and into IMONC LLC, a Wholly Owned Subsidiary of FCX

We are proposing the merger of PXP with and into Merger Sub, with Merger Sub continuing as the surviving company and a wholly owned subsidiary of FCX.

PXP Stockholders Will Receive Cash and/or Shares of FCX Common Stock in the Merger Depending on Their Election and Any Proration

You will have the right to elect to receive merger consideration, without interest, for each of your shares of PXP common stock in the form of cash or shares of FCX common stock, subject to proration in the circumstances described below. In the event of proration, you may receive all or a portion of the merger consideration in a form other than that which you elected.

The implied value of the merger consideration will fluctuate with the market price of FCX common stock and will be determined based on the average closing price of FCX common stock on the NYSE for the ten trading days immediately preceding the date which is five trading days immediately prior to the completion date of the merger. As explained in more detail in this document, whether you make a cash election or a stock election, the value of the consideration you receive as of the completion date of the merger will be substantially the same based on the average FCX closing price used to calculate the merger consideration. You may specify different elections with respect to different shares that you hold (if, for example, you own 100 shares of PXP common stock, you could make a cash election with respect to 50 shares and a stock election with respect to the other 50 shares).

As an example, based on the average of the closing prices of FCX common stock on the NYSE for the ten trading days ending on _____, 2013, for each share of PXP common stock held, you would receive either approximately \$ _____ in cash or _____ shares of FCX common stock, subject to possible proration. We will compute the actual amount of cash and number of shares of FCX common stock that each PXP stockholder will receive in the merger using the formula contained in the merger agreement. For a summary of the formula contained in the merger agreement, see [The Merger Agreement Consideration To Be Received in the Merger](#).

Set forth below is a table showing the consideration that you would receive in a cash election, on the one hand, or in a stock election, on the other hand, under the merger consideration formula if the actual average of the closing prices of FCX common stock on the NYSE for the ten trading days immediately preceding the date which is five trading days immediately prior to the completion date of the merger were equal to the hypothetical range contained in the table. The table does not reflect the fact that cash will be paid instead of fractional shares. As described below, regardless of whether you make a cash election or a stock election, you may nevertheless receive a mix of cash and stock.

Table of Contents

Hypothetical Ten-Day Closing Prices of FCX	Cash Election: Cash	OR	Stock Election: Stock Consideration per share	
	Consideration		Shares of FCX	Market Value (*)
Common Stock	Per		Common Stock	
\$25.00	Share		1.6531	\$41.33
\$26.00	\$41.33		1.6146	\$41.98
\$27.00	\$41.98			
	\$42.63			