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APEX SILVER MINES LTD  
Form S-8  
May 17, 2002

As filed with the Securities and Exchange Commission on \_\_\_\_\_, 2002  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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APEX SILVER MINES LIMITED  
(Exact name of registrant as specified in its charter)

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CAYMAN ISLANDS  
(State or other jurisdiction of  
incorporation or organization)

NOT APPLICABLE  
(I.R.S. Employer  
Identification Number)

CALEDONIAN HOUSE,  
69 JENNETTE STREET  
GEORGE TOWN, GRAND CAYMAN  
CAYMAN ISLANDS, BRITISH WEST INDIES  
(Address of principal executive offices)

APEX SILVER MINES LIMITED  
EMPLOYEES' SHARE OPTION PLAN

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THOMAS S. KAPLAN  
CHIEF EXECUTIVE OFFICER  
APEX SILVER MINES CORPORATION  
1700 LINCOLN STREET, SUITE 3050  
DENVER, COLORADO 80203  
(303) 839-5060

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOS MAXIMU AGGREG OFFERING P
Ordinary Shares (par value \$.01per share)	1,400,000 shares	\$13.00	\$18,200,

(1) Pursuant to Rule 457(h)(1), the price per share and aggregate offering price are based upon the average of the high and low prices of the Company's Ordinary Shares on May 10, 2002, as reported on the American Stock Exchange.

EXPLANATORY NOTE

This Registration Statement registers 1,400,000 additional Ordinary Shares, \$0.01 par value per share (the "Ordinary Shares"), of Apex Silver Mines Limited, (the "Company") issuable under the Company's Employees' Share Option Plan. The remaining 2,000,000 Ordinary Shares issuable under the Company's Employees' Share Option Plan have been previously registered by Registration Statement on Form S-8, No. 333-53185, which registration statement is hereby incorporated by reference.

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ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF EXHIBITS
5.1	Opinion of Walkers regarding the legality of the Ordinary Shares being registered
23.1	Consent of Walkers (included as part of Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (included on the signature page of this registration statement)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 New York, New York, on this 16th day of May,

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2002.

APEX SILVER MINES LIMITED

By: /s/ THOMAS S. KAPLAN

-----  
Thomas S. Kaplan  
Chairman, Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas S. Kaplan and Keith R. Hulley, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ THOMAS S. KAPLAN ----- Thomas S. Kaplan	Chairman, Board of Directors (Principal Executive Officer)	May 16, 2002

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SIGNATURE -----	TITLE -----	DATE -----
/s/ HARRY M. CONGER ----- Harry M. Conger	Director	May 16, 2002
/s/ DAVID SEAN HANNA ----- David Sean Hanna	Director	May 16, 2002

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/s/ CHARLES L. HANSARD

-----  
Charles L. Hansard

Director

May 16, 2002

/s/ OVE HOEGH

-----  
Ove Hoegh

Director

May 16, 2002

/s/ KEITH R. HULLEY

-----  
Keith R. Hulley

Director

May 16, 2002

/s/ KEVIN R. MORANO

-----  
Kevin R. Morano

Director

May 16, 2002

/s/ PAUL SOROS

-----  
Paul Soros

Director

May 16, 2002

/s/ CHARLES B. SMITH

-----  
Charles B. Smith

Director

May 16, 2002

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EXHIBIT INDEX

EXHIBIT  
NO.

DESCRIPTION  
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