

THOMSON REUTERS CORP /CAN/
Form SC 13D/A
May 13, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

THOMSON REUTERS CORPORATION

THOMSON REUTERS PLC

(Name of Issuer)

COMMON SHARES OF THOMSON REUTERS CORPORATION

(Title of Class of Securities)

884903 10 5

(CUSIP Number)

DAVID W. BINET, ESQ.

THE WOODBRIDGE COMPANY LIMITED

65 QUEEN STREET WEST, SUITE 2400

TORONTO, ONTARIO M5H 2M8

CANADA

(416) 364-8700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 17, 2008

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No.

1. Names of Reporting Persons
THE WOODBRIDGE COMPANY LIMITED
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b) Joint Filing
 3. SEC Use Only
 4. Source of Funds (See Instructions)
NOT APPLICABLE
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
ONTARIO
- | | | | |
|---|-----|--------------------------|-------------|
| | 7. | Sole Voting Power | 452,082,798 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 452,082,798 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
452,082,798
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
71%
 14. Type of Reporting Person (See Instructions)
CO

Explanatory Note

The Common Shares (the Common Shares) of Thomson Reuters Corporation that are the subject matter of this Schedule 13D are beneficially owned by The Woodbridge Company Limited (Woodbridge).

On April 17, 2008, The Thomson Corporation, renamed as Thomson Reuters Corporation, completed its acquisition of Reuters Group PLC (Reuters) by implementing a dual listed company (DLC) structure (the Transaction). Thomson Reuters, the unified group operating under the DLC structure, has two parent companies, both of which are publicly listed Thomson Reuters Corporation, an Ontario corporation, and Thomson Reuters PLC, a new UK company in which Reuters shareholders received shares as part of their consideration in the Transaction. Thomson Reuters Corporation and Thomson Reuters PLC operate as a unified group pursuant to contractual arrangements and provisions in their organizational documents. Under the DLC structure, shareholders of Thomson Reuters Corporation and Thomson Reuters PLC both have a stake in Thomson Reuters, with cash dividend, capital distribution and voting rights that are comparable to the rights they would have if they were holding shares in one company carrying on the Thomson Reuters business.

Under the DLC structure, holders of Common Shares and ordinary shares (Ordinary Shares) of Thomson Reuters PLC ordinarily vote together as a single decision-making body, including in the election of directors, and in that sense have voting interests in Thomson Reuters. Based on the issued share capital of Thomson Reuters Corporation and Thomson Reuters PLC as of April 30, 2008, Woodbridge has a voting interest in Thomson Reuters of approximately 54% and thus is the principal and controlling shareholder of Thomson Reuters.

Woodbridge, a private company, is the primary investment vehicle for members of the family of the late Roy H. Thomson, the first Lord Thomson of Fleet. Prior to his death in 2006, Kenneth R. Thomson controlled The Thomson Corporation through Woodbridge. He did so by holding shares of a holding company of Woodbridge, Thomson Investments Limited. Under his estate arrangements, the 2003 TIL Settlement, a trust of which The Bank of Nova Scotia Trust Company (the Trust Company) is trustee and members of the family of the late first Lord Thomson of Fleet are beneficiaries, holds those holding company shares. Kenneth R. Thomson established these arrangements to provide for long-term stability of the business of Woodbridge. The equity of Woodbridge continues to be owned by members of successive generations of the family of the first Lord Thomson of Fleet. Under the Kenneth R. Thomson estate arrangements, the directors and officers of Woodbridge are responsible for its business and operations. In certain limited circumstances, including very substantial dispositions of Common Shares by Woodbridge, the estate arrangements provide for approval of the Trust Company, as trustee, to be obtained.

This Schedule 13D is being filed as the Transaction has been completed. There has been no change in the Thomson family's beneficial ownership of Common Shares. This Schedule 13D amends and restates the Schedule 13D filed by Woodbridge on April 27, 2007 relating to The Thomson Corporation, and is a new Schedule 13D in respect of Thomson Reuters PLC. The Common Shares that are the subject matter of this Schedule 13D are the same Common Shares that are the subject matter of a Schedule 13D in respect of Thomson Reuters Corporation filed today by The Bank of Nova Scotia (the Bank) and the Bank's subsidiary, the Trust Company, in which the Bank and the Trust Company each disclaim beneficial ownership of the Common Shares.

Item 1. Security and Issuer.

This Schedule 13D relates to the Common Shares of Thomson Reuters Corporation. The principal executive office of Thomson Reuters is located at 3 Times Square in New York, New York.

Item 2. Identity and Background

This Schedule 13D is being filed by Woodbridge, 65 Queen Street West, Suite 2400 Toronto, Ontario, Canada M5H 2M8.

For further explanation of the background of the arrangements relating to Woodbridge's ownership of the Common Shares, see the Explanatory Note above.

The following table sets forth certain information as to the executive officers and directors of Woodbridge:

| Name | Residence or Business Address | Present Principal Occupation or Employment | Citizenship |
|---------------------|---|--|-------------|
| David K.R. Thomson | 65 Queen Street West, Suite 2400, Toronto, ON M5H 2M8 | Director and Chairman of The Woodbridge Company Limited | Canadian |
| Peter J. Thomson | 65 Queen Street West, Suite 2400, Toronto, ON M5H 2M8 | Director and Chairman of The Woodbridge Company Limited | Canadian |
| W. Geoffrey Beattie | 65 Queen Street West, Suite 2400, Toronto, ON M5H 2M8 | Director and President of The Woodbridge Company Limited | Canadian |
| David W. Binet | 65 Queen Street West, Suite 2400, Toronto, ON M5H 2M8 | Director, Executive Vice President and Secretary of The Woodbridge Company Limited | Canadian |
| John A. Tory | 65 Queen Street West, Suite 2400, Toronto, ON M5H 2M8 | Director of The Woodbridge Company Limited | Canadian |

To the knowledge of Woodbridge, neither Woodbridge, nor any executive officer or director of Woodbridge, has been convicted during the last five years in any criminal proceeding (excluding traffic violations or similar misdemeanors).

Further, to the knowledge of Woodbridge, neither Woodbridge, nor any executive officer or director of Woodbridge, has been a party during the last five years to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violation of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

See Item 2 and the Explanatory Note above.

Item 4. Purpose of Transaction.

See Item 2 and the Explanatory Note above.

Woodbridge has no current plans or proposals that relate to or would result in:

- (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries;
- (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of the Company;
- (f) any other material change in the Company's business or corporate structure;
- (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;
- (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or

(j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a)-(b) The ownership percentages set forth herein are based on the 640,619,600 Common Shares and the 191,058,283 Ordinary Shares outstanding as of April 30, 2008, as indicated in Thomson Reuters Corporation's management's discussion and analysis for the three months ended March 31, 2008 filed by Thomson Reuters Corporation on Form 6-K on May 12, 2008. Woodbridge is the beneficial owner of 452,082,798 Common Shares, and has an economic and voting interest in Thomson Reuters of approximately 54%, as of that date.

(c) Woodbridge has not effected any transactions in the Common Shares during the past 60 days except for those set forth below.

| Date | Nature of Transaction | Amount of Shares | | Approximate Price Per Share (\$) (exclusive of commissions) |
|----------------|--|------------------|-----|--|
| March 17, 2008 | Acquisition under dividend reinvestment plan | 1,332,876 | C\$ | 34.6100 |
| March 31, 2008 | Donation | 2,900 | C\$ | 34.0000 |
| May 1, 2008 | Acquisition under dividend reinvestment plan | 1,473,778 | C\$ | 36.2600 |
| May 6, 2008 | Change in ownership | 150 | C\$ | 37.1600 |

None of the executive officers or directors of Woodbridge has effected any transactions in the Common Shares during the past 60 days.

(d) Except as indicated in Item 2, no person is known to Woodbridge to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any such Common Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits
None.

Signature

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 May 12, 2008

THE WOODBRIDGE COMPANY LIMITED

By: *David W. Binet*
Name: David W. Binet
Title: Executive Vice-President and Secretary