

IVANHOE MINES LTD  
Form SC 13D/A  
September 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 13)\***

**Ivanhoe Mines Ltd.**

(Name of Issuer)

**Common Shares, without par value**  
(Title of class of securities)

**46579N**  
(CUSIP Number)

**Ben Mathews**

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**Rio Tinto plc**

**2 Eastbourne Terrace**

**London W2 6LG**

**United Kingdom**

**+44 (0) 20 7781 2058**

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

**with copy to:**

**Thomas B. Shropshire, Jr.**

**Linklaters LLP**

**One Silk Street**

**London EC2Y 8HQ**

**United Kingdom**

**+44 (0) 20 7456 3223**

**September 22, 2011**

**(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. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See § 240.13d-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. 46579N

1 NAME OF REPORTING PERSON.

Rio Tinto plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANISATION

England and Wales

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

361,858,442 (see Items 3 and 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

361,858,442 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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361,858,442 (see Items 3 and 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

49.0 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 46579N

1 NAME OF REPORTING PERSON.

Rio Tinto International Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

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49.0 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

Item 1. Security and Issuer

This Amendment No. 13 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Rio Tinto plc ( Rio Tinto ) and Rio Tinto International Holdings Limited ( RTIH ) on November 3, 2006, and amended on September 12, 2007, October 26, 2007, January 7, 2008, April 10, 2008, October 30, 2009, March 4, 2010, July 7, 2010, September 13, 2010, December 14, 2010, February 4, 2011, June 28, 2011 and August 24, 2011 (as amended and supplemented, the Schedule 13D ) with the Securities and Exchange Commission (the SEC ), relating to the common shares, without par value (the Shares ), of Ivanhoe Mines Ltd., a corporation continued under the laws of the Yukon Territory, Canada (the Company ).

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and supplemented as follows:

On September 22, 2011, RTIH purchased 3,700,000 additional Shares in the Company in a privately negotiated transaction for an aggregate consideration of CDN\$73,075,000, representing a purchase price of CDN\$19.75 per share.

The funds for the purchase were obtained by RTIH from the working capital of Rio Tinto.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended as follows:

Except as set out in this Schedule 13D, neither Rio Tinto nor RTIH have any other present intention to acquire securities of the Company; however, they intend to review their investment on a regular basis and, as a result thereof and subject to compliance with the terms and conditions of existing contractual obligations set out herein, depending upon their assessment of the Company's business, prospects and financial condition, the market for the Company's securities, general economic and tax conditions, and other factors, may in the future take such actions with respect to its investment in the Company as they deem appropriate. Subject to the existing contractual obligations of Rio Tinto and RTIH in respect of the Company as described in this Schedule 13D, such future actions may include, without limitation, acquiring additional securities of the Company (in the event that, at such time, neither Rio Tinto nor RTIH are subject to any contractual or other restriction pertaining to such activity), seeking additional representation on the board of the Company, and making proposals to the Company, alone or jointly with a third party, concerning the long-term structure of its existing investment, a direct ownership interest in the OT Project or other changes to the capitalization, ownership structure or operations of the Company.

As disclosed previously in the Schedule 13D, RTIH has confirmed to The Government of Mongolia that it will not sell or transfer to a person controlled by a foreign government any shares it may from time to time hold in the Company, OT LLC or another subsidiary of the Company that is a direct or indirect shareholder of OT LLC without the consent of The Government of Mongolia.

Except as otherwise set forth in Item 4 of the Schedule 13D, as amended and supplemented hereby, neither Rio Tinto nor RTIH, has any present plan or proposal that would relate to, or result in, any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D. Notwithstanding the foregoing, Rio Tinto and RTIH reserve their rights in full to change their intentions with respect to any and all matters referred to in Item 4 of Schedule 13D as they deem appropriate.



Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

The responses of Rio Tinto and RTIH to Rows (11) through (13) of the cover pages of this Schedule 13D and the information set forth in Item 3 are hereby incorporated by reference in this Item 5.

RTIH has agreed to purchase 3,700,000 Shares in a privately negotiated transaction for an aggregate consideration of CDN\$73,075,000, representing a purchase price of CDN\$19.75 per share.

Therefore, each of Rio Tinto and RTIH is deemed to beneficially own 361,858,442 Shares which, inclusive of the 3,700,000 Shares which have been agreed to be acquired, would represent 49.0 per cent of the Company's outstanding Shares on a fully diluted basis.

The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each of Rio Tinto and RTIH is based on 738,486,617 Shares.

In addition, the Shares deemed beneficially owned by each of Rio Tinto and RTIH with respect to which such person (i) has sole voting power, (ii) shares voting power, (iii) has sole dispositive power and (iv) shares dispositive power are listed in the responses to Items 7, 8, 9 and 10, respectively, of the cover page of this Schedule 13D relating to such person.

Except as disclosed in this Schedule 13D, neither Rio Tinto nor RTIH nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, beneficially owns any Shares or has the right to acquire any Shares.

Except as disclosed in this Schedule 13D, neither Rio Tinto nor RTIH nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Shares which they may be deemed to beneficially own.

Except as disclosed in this Schedule 13D, neither Rio Tinto nor RTIH nor, to the best of their knowledge, any of the persons listed in Schedule A hereto, has effected any transaction in the Shares during the past 60 days.

To the best knowledge of Rio Tinto and RTIH, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by Rio Tinto and RTIH.

Item 7. Materials to be Filed as Exhibits

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| A                     | Joint Filing Agreement between Rio Tinto plc and Rio Tinto International Holdings Limited            |
| B                     | Private Placement Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited* |
| C                     | Shareholders Agreement between Robert M Friedland and Rio Tinto International Holdings Limited*      |

\* Filed as an exhibit to the original Schedule 13D on November 3, 2006.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| D                     | Registration Rights Agreement by and between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited*         |
| E                     | Amending Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.**                          |
| F                     | Heads of Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.**                          |
| G                     | Amending and Additional Rights Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.***   |
| H                     | Credit Agreement between Rio Tinto International Holdings Limited and Ivanhoe Mines Ltd.***                           |
| I                     | Heads Of Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited dated December 8, 2010**** |
| J                     | Agreement between RTIH and the Government of Mongolia dated June 8, 2011*****   |
| K                     | Press Release dated August 24, 2011*****  |

\*\* Filed as an exhibit to the amended Schedule 13D on September 12, 2007.

\*\*\* Filed as an exhibit to the amended Schedule 13D on October 26, 2007.

\*\*\*\* Filed as an exhibit to the amended and restated Schedule 13D on December 14, 2010.

\*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on June 28, 2011.

\*\*\*\*\* Filed as an exhibit to the amended Schedule 13D on August 24, 2011.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 26, 2011

**Rio Tinto plc**

By: /s/ Ben Mathews  
Signature

Ben Mathews / Company Secretary  
Name/Title

**Rio Tinto International Holdings Limited**

By: /s/ Ben Mathews  
Signature

Ben Mathews / Director  
Name/Title

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**SCHEDULE A**

The response set forth in Schedule A of the Schedule 13D is hereby amended and restated in its entirety with the information below:

**Rio Tinto plc**

**Directors and Executive Officers**

| <b>Present Principal</b> |                                       |   |                          |
|--------------------------|---------------------------------------|---|--------------------------|
| <b>Name</b>              | <b>Occupation</b>                     | <b>Business Address</b>   | <b>Citizenship</b>       |
| <b>Directors</b>         |                                       |   |                          |
| Jan du Plessis           | Chairman of Rio Tinto                 | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United Kingdom           |
| Tom Albanese             | Chief Executive of Rio Tinto          | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United States of America |
| Guy Elliott              | Finance Director of Rio Tinto         | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United Kingdom           |
| Sam Walsh                | Chief Executive of the Iron Ore Group | 120 Collins Street<br>Melbourne Victoria 3000<br>Australia          | Australia                |
| Robert Brown             | Company Director                      | 1188 Sherbrooke Street<br>West, Montreal, Quebec<br>H3A 3G2, Canada | Canada                   |
| Vivienne Cox             | Company Director                      | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom             | United Kingdom           |
| Mike Fitzpatrick         | Company Director                      | 120 Collins Street<br>Melbourne<br>Victoria 3000<br>Australia       | Australia                |

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|                    |  |   |                           |
|--------------------|--|---|---------------------------|
| Ann Godbehere      | Company Director   | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom       | Canada and United Kingdom |
| Richard Goodmanson | Company Director   | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom       | United States of America  |
| Andrew Gould       | Chairman and Chief Executive<br>Officer of Schlumberger Ltd. | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom       | United Kingdom            |
| Lord Kerr          | Company Director   | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom       | United Kingdom            |
| Christopher Lynch  | Company Director   | 120 Collins Street<br>Melbourne<br>Victoria 3000<br>Australia | Australia                 |

**Present Principal**

| <b>Name</b>                      | <b>Occupation</b>                                | <b>Business Address</b>   | <b>Citizenship</b>       |
|----------------------------------|--|---|--------------------------|
| Paul Tellier                     | Company Director                                 | 1188 Sherbrooke Street<br>West, Montreal, Quebec<br>H3A 3G2, Canada   | Canada                   |
| John Varley                      | Company Director                                 | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | United Kingdom           |
| <b><i>Executive Officers</i></b> |  |   |                          |
| Hugo Bagué                       | Group Executive, People and Organisation         | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Belgium                  |
| Preston Chiaro                   | Group Executive, Technology & Innovation         | 4700 Daybreak Parkway<br>South Jordan, Utah<br>84095<br>United States | United States of America |
| Bret Clayton                     | Group Executive, Business Support and Operations | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | United States of America |
| Jacynthe Coté                    | Chief Executive of Rio Tinto Alcan               | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Canada                   |
| Andrew Harding                   | Chief Executive of Rio Tinto Copper              | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | Australia                |
| Harry Kenyon-Slaney              | Chief Executive of Rio Tinto Diamonds & Minerals | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom               | United Kingdom           |
| Doug Ritchie                     | Chief Executive of Rio Tinto Energy              | 3 West Tower<br>410 Ann Street<br>Brisbane, QLD 4000                  | Australia                |

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|                 |   |   |                          |
|-----------------|---|---|--------------------------|
| Debra Valentine | Group Executive, Legal and External Affairs | Australia<br>2 Eastbourne Terrace<br>London W2 6LG      | United States of America |
| Sam Walsh       | Chief Executive of the Iron Ore Group       | United Kingdom<br>2 Eastbourne Terrace<br>London W2 6LG | United Kingdom           |

United Kingdom  
**Rio Tinto International Holdings Limited**

**Directors and Executive Officer**

***Directors***

|               |          |   |                          |
|---------------|----------|---|--------------------------|
| Dan Larsen    | Director | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | United States of America |
| Ulf Quellmann | Director | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | Germany                  |

**Present Principal**

| <b>Name</b>              | <b>Occupation</b> | <b>Business Address</b>                                 | <b>Citizenship</b> |
|--------------------------|-------------------|---|--------------------|
| Ben Mathews              | Director          | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | United Kingdom     |
| <i>Executive Officer</i> |                   |   |                    |
| Matthew Whyte            | Secretary         | 2 Eastbourne Terrace<br>London W2 6LG<br>United Kingdom | United Kingdom     |



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