

IVANHOE MINES LTD
Form SC 13D/A
May 24, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 17)*

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

May 22, 2012

(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.

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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

0

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

377,397,658 (see Items 3 and 5)

9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

377,397,658 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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377,397,658 (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)

51.0 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

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

0

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

377,397,658 (see Items 3 and 5)

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PERSON

WITH

0

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

51.0 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 46579N

1 NAME OF REPORTING PERSON.

7999674 Canada Inc.

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

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

6 CITIZENSHIP OR PLACE OF ORGANISATION

Canada

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

377,397,658 (see Items 3 and 5)

9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

377,397,658 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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377,397,658 (see Items 3 and 5)

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

51.0 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1. Security and Issuer

This Amendment No. 17 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), and together with Rio Tinto and 7999674 Canada Inc., the Rio Tinto Companies) 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, August 24, 2011, September 27, 2011, December 12, 2011, January 26, 2012 and April 20, 2012 (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 4. Purpose of Transaction

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

The information in Item 6 is hereby incorporated by reference in this Item 4.

Except as otherwise set forth in Item 4 of the Schedule 13D, as amended hereby, none of the Rio Tinto Companies 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, the Rio Tinto Companies 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 the Rio Tinto Companies 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.

Each of the Rio Tinto Companies is deemed to beneficially own 377,397,658 Shares which represents 51.0 per cent. of the Company's outstanding Shares on a fully diluted basis.

As the subscription price for the rights offering will not be agreed until the final prospectus, the number of Shares Rio Tinto will beneficially own following the closing of the rights offering cannot be determined at this time. However, following the closing of the rights offering, assuming Rio Tinto and other holders of rights under the rights offering exercise their rights in full and the standby commitment is not utilized, Rio Tinto will beneficially own the same percentage of Shares that it is currently deemed to beneficially own. If Rio Tinto were fully to exercise the Series D Warrants, Rio Tinto would acquire an additional 55,000,000 Shares. Following such issuance, Rio Tinto would beneficially own 432,397,658 Shares representing 54.3 per cent. of the outstanding Shares. The percentage of Shares is based on 741,386,789 outstanding Shares.

In addition, the Shares deemed beneficially owned by each of the Rio Tinto Companies 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, none of the Rio Tinto Companies 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, none of the Rio Tinto Companies 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 other Shares which they may be deemed to beneficially own.

Except as disclosed in this Schedule 13D, none of the Rio Tinto Companies 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 respective knowledge of the Rio Tinto Companies, 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 the Rio Tinto Companies.

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

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

On May 22, 2012, Rio Tinto agreed to amend certain terms of the Memorandum of Agreement entered into with the Company on April 17, 2012 in order to address conditions of regulatory approval and more closely align the terms of the proposed rights offering by the Company with current market conditions. The description of the amendments contained herein is qualified in its entirety by reference to Exhibit O, which is incorporated herein by reference.

The amendments include the following:

Rio Tinto has confirmed it will take up its full basic subscription privilege under the US\$1.8 billion rights offering with respect to its 51 per cent. shareholding in the Company, subject to certain conditions.

Rio Tinto has agreed to eliminate the material adverse change condition for its standby commitment in relation to a decline in the Company's Share price.

Rio Tinto will continue to provide a standby commitment for the full amount of the US\$1.8 billion rights offering, subject to certain conditions including the price for the Company's Shares on the NYSE not falling below the subscription price at any time on or after the fifth business day before the expiry of the rights. Under the standby commitment, Rio Tinto is required to acquire any Shares not taken up under the rights offering.

The US\$8.34 subscription price for the rights offering will be removed. Rio Tinto and the Company have agreed to price the rights offering in the final prospectus.

In consideration of the elimination of the material adverse change clause for decline in Share price, the exercise price of Series D Warrants will be re-priced to US\$10.84 per Share, subject to adjustment upon completion of the rights offering.

The standby commitment fee will be paid in cash. Rio Tinto has agreed to waive its entitlement to invest the standby commitment fee in Shares.

Item 7. Materials to be Filed as Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| A | Joint Filing Agreement between Rio Tinto plc, Rio Tinto International Holdings Limited and 7999674 Canada Inc. |
| 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* |
| 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***** |
| L | Private Placement Agreement between Ivanhoe Mines Ltd. and Rio Tinto International Holdings Limited dated January 18, 2012***** |
| M | Press Release dated January 24, 2012***** |
| N | Memorandum of Agreement between Rio Tinto plc and Ivanhoe Mines Ltd. dated April 17, 2012***** |
| O | Amending Agreement between Rio Tinto plc and Ivanhoe Mines Ltd. dated May 22, 2012 |

* Filed as an exhibit to the original Schedule 13D on November 3, 2006.
 ** 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.
 ***** Filed as an exhibit to the amended Schedule 13D on January 26, 2012.
 ***** Filed as an exhibit to the amended Schedule 13D on April 20, 2012.

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: May 24, 2012

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

7999674 Canada Inc.

By: /s/ Ben Mathews
Signature

Ben Mathews / Assistant Corporate Secretary
Name/Title

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

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

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| | | | |
|--------------------|------------------|---|--------------------------|
| Richard Goodmanson | Company Director | London W2 6LG United Kingdom 2 Eastbourne Terrace | United States of America |
| Lord Kerr | Company Director | London W2 6LG United Kingdom 2 Eastbourne Terrace | United Kingdom |
| Christopher Lynch | Company Director | London W2 6LG United Kingdom 120 Collins Street Melbourne Victoria 3000 Australia | Australia |

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

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| | | | |
|-----------------|---|---|--------------------------|
| Doug Ritchie | Chief Executive of Rio Tinto Energy | 3 West Tower 410 Ann Street Brisbane, QLD 4000 Australia | Australia |
| Debra Valentine | Group Executive, Legal and External Affairs | 2 Eastbourne Terrace London W2 6LG United Kingdom | United States of America |

Rio Tinto International Holdings Limited

Directors and Executive Officer

Directors

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

Present Principal

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

7999674 Canada Inc.

Directors and Executive Officer

Directors

| | | | |
|-----------------|----------|--|--------|
| Jocelin Paradis | Director | 1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada | Canada |
| Julie Parent | Director | 1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada | Canada |

Executive Officer

| | | | |
|-----------------|---------------------|---|----------------|
| Jocelin Paradis | President | 1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada | Canada |
| Lawrence Tal | Vice President | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |
| Brett Salt | Vice President | 2 Eastbourne Terrace London W2 6LG United Kingdom | Australia |
| Julie Parent | Corporate Secretary | 1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada | Canada |

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| | | | |
|---------------|-------------------------------|---|----------------|
| Ben Mathews | Assistant Corporate Secretary | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |
| Matthew Whyte | Assistant Corporate Secretary | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |

EXHIBIT INDEX

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