

IVANHOE MINES LTD  
Form SC 13D/A  
June 28, 2011

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

Washington, D.C. 20549

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 11)\***

**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**

**June 21, 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.

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\* 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

357,819,864 (see Items 3 and 5)

EACH 9  SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10  SHARED DISPOSITIVE POWER

WITH

357,819,864 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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357,819,864 (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)

48.5 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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48.5 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

Item 1. Security and Issuer

This Amendment No. 11 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, and February 4, 2011 (as amended and supplemented, the Schedule 13D) with the Securities and Exchange Commission (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 (Company).

Item 3. Source and Amount of Funds or Other Consideration

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

On June 21, 2011, Rio Tinto gave notice to the Company that it is exercising its remaining Series B Warrants, Series C Warrants and Type B, Series 1 Warrants (collectively, the Warrants). Under the December 2010 Heads of Agreement, Rio Tinto agreed to exercise its remaining Warrants for the ongoing development of the Oyu Tolgoi project by no later than January 2012.

The remaining Warrants entitled Rio Tinto to acquire 55,122,253 Shares at an average subscription price of approximately US\$9.10 per share, for total consideration of approximately US\$502 million.

The funds for the exercise of the remaining Warrants were obtained by RTIH from the working capital of Rio Tinto.

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.

Pursuant to the exercise of the remaining Series B Warrants, Series C Warrants and Type B, Series 1 Warrants RTIH will acquire 55,122,253 Shares at an average subscription price of approximately US\$9.10 per share.

Therefore, each of Rio Tinto and RTIH is deemed to beneficially own 357,819,864 Shares which, assuming the exercise of the Subscription Right, and the 55,122,253 Shares which will be acquired from the exercise of the remaining Series B Warrants, Series C Warrants and Type B, Series 1 Warrants, would represent 48.5 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 653,746,447 Shares, as contained in the Company's Quarterly Financial Report for the Three Months Ended March 31, 2011.

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 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:

Following the exercise of the remaining Warrants, Rio Tinto's increased ownership will permit it to nominate an additional director to Ivanhoe's board which will increase Rio Tinto-nominated directors from six to seven out of a total of 14.

On June 8, 2011, RTIH entered into an agreement with the Government of Mongolia which evidences the commitment made and disclosed in the amendment to this Schedule 13D filed with the SEC on December 14, 2010. The description of this agreement contained herein is qualified in its entirety by reference to Exhibit J attached hereto, which is incorporated by reference herein.

Item 7. Materials to be Filed as Exhibits

Exhibit Number	Description
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*
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.**

\* 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.

<b>Exhibit Number</b>	<b>Description</b>
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.

\*\*\* 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.

**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: June 28, 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>
<i>Directors</i>			
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

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Ann Godbehere	Company Director	2 Eastbourne Terrace London W2 6LG United Kingdom	Canada and United Kingdom
Richard Goodmanson	Company Director	2 Eastbourne Terrace London W2 6LG United Kingdom	United States of America
Andrew Gould	Chairman and Chief Executive Officer of Schlumberger Ltd.	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom

<b>Present Principal</b>			
<b>Name</b>	<b>Occupation</b>	<b>Business Address</b>	<b>Citizenship</b>
Lord Kerr	Company Director	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
Paul Tellier	Company Director	1188 Sherbrooke Street West, Montreal, Quebec H3A 3G2, Canada	Canada
<b><i>Executive Officers</i></b>			
Hugo Bague	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 Côté	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
Doug Ritchie	Chief Executive of Rio Tinto Energy	3 West Tower 410 Ann Street Brisbane, QLD 4000	Australia

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Debra Valentine	Group Executive, Legal and External Affairs	Australia 2 Eastbourne Terrace London W2 6LG United Kingdom	United States of America
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Tom Albanese, Guy Elliott and Sam Walsh are also Executive Officers of Rio Tinto plc.

**Rio Tinto International Holdings Limited**

**Directors and Executive Officers**

**Present Principal**

<b>Name</b>	<b>Occupation</b>	<b>Business Address</b>	<b>Citizenship</b>
<i>Directors</i>			
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**

<b>Name</b>	<b>Occupation</b>	<b>Business Address</b>	<b>Citizenship</b>
Ben Mathews	Director	2 Eastbourne Terrace London W2 6LG  United Kingdom	United Kingdom

***Executive Officers***

Matthew Whyte	Secretary	2 Eastbourne Terrace London W2 6LG  United Kingdom	United Kingdom
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**EXHIBIT INDEX**

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