

INCO LTD
Form 8-K
March 24, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 21, 2006

INCO LIMITED

(Exact name of Registrant as specified in its charter)

CANADA

(Province or other jurisdiction of
incorporation or organization)

1-1143

(Commission File Number)

98-0000676

(I.R.S. Employer Identification
Number (if applicable))

**145 King Street West, Suite 1500,
Toronto, Ontario M5H 4B7
(416) 361-7511**

(Address and Telephone Number of Registrant's Principal Executive Offices)

Check the appropriate box below if the **Form 8-K** filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 21, 2006, Inco Limited (Inco) and Falconbridge Limited (Falconbridge) entered into a Third Amending Agreement (the Third Amendment). The Third Amendment amends the Support Agreement, made as of October 10, 2005, entered into between Inco and Falconbridge, as amended by the Amending Agreement, dated as of January 12, 2006, and the Second Amending Agreement, dated as of February 20, 2006, to reflect that Falconbridge has implemented a new shareholder rights plan on March 21, 2006, replacing a prior shareholder rights plan that was to expire, and also amend Inco s rights to modify or vary its offer to acquire all of the outstanding common shares of Falconbridge not currently owned by Inco.

The foregoing description of the Third Amendment does not purport to be complete and is qualified in its entirety by reference to the Third Amendment, which is filed as Exhibit 2.1 hereto and is incorporated into this report by reference.

Item 9.01 Financial Statements and Exhibits

2.1 Third Amending Agreement, dated as of March 21, 2006, between Inco Limited and Falconbridge Limited.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INCO LIMITED

By: *Stuart F. Feiner*

Name: Stuart F. Feiner

Title: Executive Vice President

Date: March 24, 2006

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|---------------------------|---|
| 2.1 | Third Amending Agreement, dated as of March 21, 2006, between Inco Limited and Falconbridge Limited |