

TURQUOISE HILL RESOURCES LTD.
Form SC 13D/A
August 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 22)*

Turquoise Hill Resources Ltd.

(formerly Ivanhoe Mines Ltd.)

(Name of Issuer)

Common Shares, without par value

(Title of class of securities)

46579N

(CUSIP Number)

Eleanor Evans

Rio Tinto plc

2 Eastbourne Terrace

London W2 6LG

United Kingdom

+44 (0) 20 7781 2000

(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

August 23, 2013

(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) x (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

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

510,983,220 (see Items 3 and 5)
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

10 SHARED DISPOSITIVE POWER

510,983,220 (see Items 3 and 5)

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

510,983,220 (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)

50.8 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

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AF

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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) x (See Item 4)

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4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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Canada

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

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OWNED BY

EACH

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REPORTING

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50.8 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 46579N

1 NAME OF REPORTING PERSON.

46117 Yukon 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

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..

6 CITIZENSHIP OR PLACE OF ORGANISATION

Canada

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

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OWNED BY

EACH

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50.8 per cent (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1. Security and Issuer

This Amendment No. 22 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, 7999674 Canada Inc. and 46117 Yukon 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, April 20, 2012, May 24, 2012, August 2, 2012, July 3, 2013, July 9, 2013 and August 14, 2013 (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 Turquoise Hill Resources Ltd. (formerly 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 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

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

On August 23, 2013, RTIH, the Rio Tinto Funding Company and the Company entered into agreements reflecting the contents of the Binding Term Sheet (the Definitive Agreements). The Definitive Agreements comprise a Memorandum of Agreement between RTIH, the Rio Tinto Funding Company and the Company and a New Bridge Funding Agreement and associated General Security Agreement between the Rio Tinto Funding Company and the Company. A copy of the Memorandum of Agreement is filed as Exhibit T to this statement on Schedule 13D and incorporated herein by reference. A copy of the New Bridge Funding Agreement, together with the General Security Agreement is filed as Exhibit U to this statement on Schedule 13D and incorporated herein by reference.

As described in Amendment No. 21 to Schedule 13D, under the Definitive Agreements the Rio Tinto Funding Company has agreed to make available to the Company a secured bridge funding facility in an amount of US\$600 million. In addition, in the event that the Company is required to raise additional equity to repay this New Bridge Funding Agreement and/or its existing Interim Funding Facility (as defined in Amendment No. 21), the Company has agreed to conduct a rights offering on certain agreed terms and conditions. The size of the rights offering may be increased by such additional amount as may be agreed between RTIH and the Company, acting reasonably, prior to the filing of the final prospectus. Rio Tinto has agreed to provide a standby commitment on terms and conditions substantially similar to those which governed its standby commitment in relation to the Company's previous rights offering in July 2012. Lastly, the Company and certain of its subsidiary companies will grant a security interest and an assignment, mortgage and charge in all of its present, future and after-acquired property to the Rio Tinto Funding Company and of all the shares, membership interests and other equity and intercompany debt interests in each of its subsidiaries having a direct or indirect ownership interest in Oyu Tolgoi LLC in order to secure the performance of the Rio Tinto Funding Company's obligations under the Interim Funding Facility and the New Bridge Funding Agreement.

In addition, on August 28, 2013, the Rio Tinto Funding Company and the Company agreed to amend the OT Bridge Funding Agreement to extend the maturity date to August 30, 2013.

Item 7. Materials to be Filed as Exhibits

Exhibit Number	Description
A	Joint Filing Agreement between Rio Tinto plc, Rio Tinto International Holdings Limited, 7999674 Canada Inc. and 46117 Yukon 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.
- ***** Filed as an exhibit to the amended Schedule 13D on May 24, 2012.

Exhibit Number	Description
P	Press Release dated July 30, 2012*****
Q	OT Bridge Funding Agreement between Turquoise Hill Resources Ltd. and Rio Tinto South East Asia Limited dated June 28, 2013.*****
R	Omnibus Amending Agreement between Turquoise Hill Resources Ltd., Rio Tinto International Holdings Limited and Rio Tinto South East Asia Limited dated June 28, 2013*****
S	Binding Term Sheet between Turquoise Hill Resources Ltd., Rio Tinto International Holdings Limited and Rio Tinto South East Asia Limited dated August 7, 2013*****
T	Memorandum of Agreement between Turquoise Hill Resources Ltd., Rio Tinto International Holdings Limited and Rio Tinto South East Asia Limited dated August 23, 2013.
U	New Bridge Funding Agreement between Turquoise Hill Resources Ltd. and Rio Tinto South East Asia Limited dated August 23, 2013. Confidential treatment has been requested. Confidential material has been redacted and separately filed with the SEC.

 ***** Filed as an exhibit to the amended Schedule 13D on August 2, 2012.

 ***** Filed as an exhibit to the amended Schedule 13D on July 9, 2013. Confidential treatment has been requested. Confidential material has been redacted and separately filed with the SEC.

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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: August 28, 2013

Rio Tinto plc

By: /s/ Eleanor Evans
Signature

Eleanor Evans / Company Secretary
Name/Title

Rio Tinto International Holdings Limited

By: /s/ Eleanor Evans
Signature

Eleanor Evans / Director
Name/Title

7999674 Canada Inc.

By: /s/ Julie Parent
Signature

Julie Parent / Corporate Secretary
Name/Title

46117 Yukon Inc.

By: /s/ Julie Parent
Signature

Julie Parent / 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

Name	Present Principal Occupation	Business Address	Citizenship
<i>Directors</i>			
Jan du Plessis	Chairman of Rio Tinto	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
Sam Walsh	Chief Executive of Rio Tinto	2 Eastbourne Terrace London W2 6LG United Kingdom	Australia
Christopher Lynch	Chief Financial Officer of Rio Tinto	2 Eastbourne Terrace London W2 6LG United Kingdom	Australia
Guy Elliott	Senior Executive Director of Rio Tinto	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
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
Michael 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
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
John Varley	Company Director	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom

Name	Present Principal Occupation	Business Address	Citizenship
<i>Executive Officers</i>			
Hugo Bagué	Group Executive, Organisational Resources	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
Jacynthe Coté	Chief Executive of Rio Tinto Alcan	2 Eastbourne Terrace London W2 6LG United Kingdom	Canada
Alan Davies	Chief Executive of Rio Tinto Diamonds & Minerals	2 Eastbourne Terrace London W2 6LG United Kingdom	Australia
Eleanor Evans	Company Secretary	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
Andrew Harding	Chief Executive of Rio Tinto Iron Ore	2 Eastbourne Terrace London W2 6LG United Kingdom	Australia
Jean-Sébastien Jacques	Chief Executive of Rio Tinto Copper	2 Eastbourne Terrace London W2 6LG United Kingdom	France
Harry Kenyon-Slaney	Chief Executive of Rio Tinto Energy	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
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

Mark Andrewes	Director	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
Eleanor Evans	Director	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom
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

Name	Present Principal Occupation	Business Address	Citizenship
<i>Executive Officer</i>			
Gemma Aldridge	Secretary	2 Eastbourne Terrace London W2 6LG United Kingdom	United Kingdom

7999674 Canada Inc.

Directors and Executive Officers

Directors

Jocelin Paradis	Director and President	1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada	Canada
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Julie Parent	Director and Corporate Secretary	1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada	Canada
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Executive Officers

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

46117 Yukon Inc.

Directors and Executive Officers

Directors

Jocelin Paradis	Director and President	1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada	Canada
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Executive Officers

Julie Parent	Secretary	1188 Sherbrooke Street West	Canada
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Montreal QC H3A 3G2

Canada

EXHIBIT INDEX

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