

BAKER & MCKENZIE**ASX Market Announcement****Baker & McKenzie**
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www.bakermckenzie.com**Date:** 21 July 2014**To:** ASX Market Announcements
Mineral Resourced Limited**Fax:** 1300 135 638**Fax:** (08) 9329 3601**From:** Bill Fuggle**Fax:** +61 2 9225 1595**Tel:** +61 2 8922 5100**Pages (w/cover):** 6**Re:** **Mineral Resources Limited (ASX: MIN) - Notice of Change of
Interests of Substantial Holder (Form 604) from Southeastern Asset
Management, Inc.**

Dear Sir/Madam

We act for Southeastern Asset Management, Inc. (SAM Inc.).

Please see enclosed a Notice of Change of Interests of Substantial Holder (Form 604) from SAM Inc.
in relation to Mineral Resources Limited.

Regards

Bill Fuggle
Partner+61 2 8922 5100
Bill.Fuggle@bakermckenzie.com**Privacy and Confidentiality Notice**

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme MINERAL RESOURCES LIMITED

ACN/ARSN 118 549 910

1. Details of substantial holder (1)

Name Southeastern Asset Management, Inc.

ACN (if applicable) _____

There was a change in the interests of the substantial holder on :

17 / 07 / 2014

The previous notice was given to the company on

16 / 07 / 2014

The previous notice was dated

16 / 07 / 2014

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	24,977,125	13.39%	26,410,772	14.16%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17 July 2014	Southeastern Asset Management, Inc.	Increase in shares held by investment manager	See Annexure A	Ordinary Shares 1,433,647	Southeastern Asset Management, Inc.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Southeastern Asset Management, Inc.	Northern Trust Corporation	Northern Trust Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 764,247	764,247
Southeastern Asset Management, Inc.	The Bank of New York Mellon Corporation	The Bank of New York Mellon Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 369,300	369,300
Southeastern Asset Management, Inc.	JP Morgan Chase Bank, N.A.	JP Morgan Chase Bank, N.A.	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 216,700	216,700
Southeastern Asset Management, Inc.	State Street Corporation	State Street Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 83,400	83,400

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

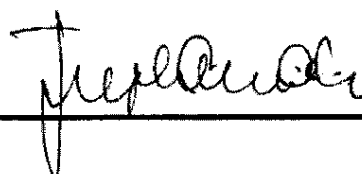
Name	Address
Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, TN 38119 USA

Signature

print name Joseph A. Antonio

Capacity Legal & Compliance Officer
date 21 / 07 / 2014

sign here



Directions

1. If there are a number of substantial shareholders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members, is clearly set out in paragraph 6 of the form.
 2. See the definition of "associate" in section 9 of the Corporations Act 2001.
 3. See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 4. The voting shares of a company constitute one class unless divided into separate classes.
 5. The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 6. Include details of:
 - (a) any relevant agreement or other circumstances by which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

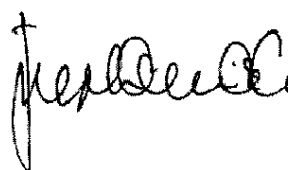
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
 7. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 8. If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 9. Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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This is Annexure "A" of 2 pages referred to in the above Form 604

Southeastern Asset Management, Inc.

MASTER TRANSACTION SUMMARY

Tran Code	Security	Trade Date	Quantity	Consideration Amount
by	Mineral Re	7/15/2014	14000	10.48
by	Mineral Re	7/15/2014	26800	10.48
by	Mineral Re	7/16/2014	6100	10.56
by	Mineral Re	7/16/2014	14500	10.53
by	Mineral Re	7/17/2014	18600	10.58
by	Mineral Re	7/15/2014	19400	10.48
by	Mineral Re	7/15/2014	37400	10.48
by	Mineral Re	7/16/2014	8500	10.56
by	Mineral Re	7/16/2014	20200	10.53
by	Mineral Re	7/17/2014	25800	10.58
by	Mineral Re	7/15/2014	25700	10.48
by	Mineral Re	7/15/2014	49400	10.48
by	Mineral Re	7/16/2014	11300	10.56
by	Mineral Re	7/16/2014	26700	10.53
by	Mineral Re	7/17/2014	34200	10.58
by	Mineral Re	7/15/2014	1900	10.48
by	Mineral Re	7/15/2014	3800	10.48
by	Mineral Re	7/16/2014	900	10.56
by	Mineral Re	7/16/2014	2000	10.53
by	Mineral Re	7/17/2014	2600	10.58
by	Mineral Re	7/15/2014	8300	10.48
by	Mineral Re	7/15/2014	16000	10.48
by	Mineral Re	7/16/2014	3700	10.56
by	Mineral Re	7/16/2014	8700	10.53
by	Mineral Re	7/17/2014	11100	10.58
by	Mineral Re	7/15/2014	57700	10.48
by	Mineral Re	7/15/2014	110900	10.48
by	Mineral Re	7/16/2014	25400	10.56
by	Mineral Re	7/16/2014	60000	10.53
by	Mineral Re	7/17/2014	76647	10.58
by	Mineral Re	7/15/2014	21600	10.48
by	Mineral Re	7/15/2014	41600	10.48
by	Mineral Re	7/16/2014	9500	10.56
by	Mineral Re	7/16/2014	22400	10.53
by	Mineral Re	7/17/2014	28700	10.58
by	Mineral Re	7/15/2014	34500	10.48
by	Mineral Re	7/15/2014	66300	10.48
by	Mineral Re	7/16/2014	15200	10.56
by	Mineral Re	7/16/2014	35800	10.53
by	Mineral Re	7/17/2014	45700	10.58
by	Mineral Re	7/15/2014	14500	10.48
by	Mineral Re	7/15/2014	28000	10.48
by	Mineral Re	7/16/2014	6400	10.56



by	Mineral Re	7/16/2014	15100	10.53
by	Mineral Re	7/17/2014	19400	10.58
by	Mineral Re	7/15/2014	6300	10.48
by	Mineral Re	7/15/2014	12100	10.48
by	Mineral Re	7/16/2014	2800	10.56
by	Mineral Re	7/16/2014	6600	10.53
by	Mineral Re	7/17/2014	8400	10.58
by	Mineral Re	7/15/2014	20200	10.48
by	Mineral Re	7/15/2014	38900	10.48
by	Mineral Re	7/16/2014	8900	10.56
by	Mineral Re	7/16/2014	21000	10.53
by	Mineral Re	7/17/2014	27000	10.58
by	Mineral Re	7/15/2014	9900	10.48
by	Mineral Re	7/15/2014	19000	10.48
by	Mineral Re	7/16/2014	4300	10.56
by	Mineral Re	7/16/2014	10300	10.53
by	Mineral Re	7/17/2014	13200	10.58
by	Mineral Re	7/15/2014	16000	10.48
by	Mineral Re	7/15/2014	30800	10.48
by	Mineral Re	7/16/2014	7000	10.56
by	Mineral Re	7/16/2014	16700	10.53
by	Mineral Re	7/17/2014	21300	10.58

END OF INFORMATION

A handwritten signature in black ink, appearing to read 'J. P. Smith', is written over the final two rows of the table.