

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Mineral Resources Ltd.

ACN/ARSN 118 549 910

1. Details of substantial holder (1)

Name RS Investment Management Co. LLC

ACN/ARSN (if applicable) _____

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

13 / 6 / 2013

The previous notice was given to the company on

4 / 6 / 2013

The previous notice was dated

3 / 6 / 2013

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 Shares	16,802,865	9.03	18,706,761	10.06

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of 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	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
5-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	467,811	52,942	51,937
5-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	574,048	65,000	63,758
6-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	960,410	110,000	107,875
7-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	2,132,125	250,000	247,806
7-Jun-13	RS Investment Management Co. LLC	Disposition of shares	340,124	39,900	0
7-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	1,021,032	120,000	118,954
11-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	1,699,560	200,000	198,304
11-Jun-13	RS Investment Management Co. LLC	Disposition of shares	451,387	53,100	0
11-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	2,545,650	300,000	297,457
12-Jun-13	RS Investment Management Co. LLC	Disposition of shares	383,270	45,000	0
12-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	1,490,230	175,000	173,525
13-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	5,471,570	650,000	644,280

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
RS Investment Management Co. LLC	Bank of New York, Brussels	Bank of New York, Brussels	RS Investment Management Co. LLC is an investment adviser registered with the U.S. Securities and Exchange Commission with power to exercise control over disposal of the securities on behalf of its clients.	34,230	34,230
RS Investment Management Co. LLC	Chase Nominees Limited	Chase Nominees Limited	Same as above	96,786	96,786
RS Investment Management Co. LLC	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Same as above	15,526,615	15,413,644
RS Investment Management Co. LLC	National Nominees Limited	National Nominees Limited	Same as above	1,855,114	1,786,378
RS Investment Management Co. LLC	State Street Nominees Limited	State Street Nominees Limited	Same as above	1,375,523	1,375,523

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/ARSN (if applicable)	Nature of association
Not Applicable	

6. Addresses

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

Name	Address
RS Investment Management Co. LLC	388 Market Street, Suite 1700 San Francisco, CA 94111 USA

Signature

print name John Sanders capacity Chief Compliance Officer

sign here



date 14 / 6 / 2013