

ASX Market Announcement

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Date: 19 November 2015
To: ASX Market Announcements
Mineral Resources Limited
From: Bill Fuggle

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Pages (w/cover): 5

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

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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 / 11 / 2015**

The previous notice was given to the company on **06 / 10 / 2015**

The previous notice was dated **06 / 10 / 2015**

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	27,093,528	14.44%	24,737,108	13.17%

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 Nov 2015	Southeastern Asset Management, Inc.	Decrease in shares held by investment manager	See Annexure A	Ordinary Shares 2,356,420	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 9,322,618	9,160,628

Southeastern Asset Management, Inc.	BNY Mellon-Wealth Management	BNY Mellon-Wealth Management	Power to dispose of, or control the exercise of a power to dispose of, the securities	Ordinary Shares 82,600	82,600
Southeastern Asset Management, Inc.	CIBC Mellon	CIBC Mellon	Power to dispose of, or control the exercise of a power to dispose of, the securities	Ordinary Shares 215,400	215,400
Southeastern Asset Management, Inc.	Colorado State Bank & Trust	Colorado State Bank & Trust	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 65,200	65,200
Southeastern Asset Management, Inc.	Fifth Third Bank	Fifth Third Bank	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 397,100	397,100
Southeastern Asset Management, Inc.	US Bank	US Bank	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 256,100	256,100
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 11,906,937	9,771,507
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 4,422,186	4,422,186
Southeastern Asset Management, Inc.	JP Morgan Chase Bank NA	JP Morgan Chase Bank NA	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 366,387	366,387

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:

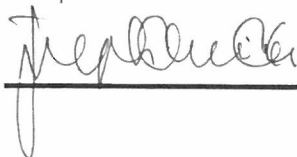
Name	Address
Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, TN 38119 USA

Signature

print name: Joseph A. Antonio

Capacity: Legal & Compliance Officer

sign here



date 19 / 11 / 2015

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.

This is Annexure A referred to in the above Form 604

Southeastern Asset Management
MASTER TRANSACTION SUMMARY

Tran Code	Security	Trade Date	Quantity	Trade Amount
sl	Mineral Resources Ltd.	10/2/2015	164047	4.17
sl	Mineral Resources Ltd.	10/2/2015	7912	4.17
sl	Mineral Resources Ltd.	10/5/2015	185298	4.27
sl	Mineral Resources Ltd.	10/6/2015	285190	4.35
sl	Mineral Resources Ltd.	10/6/2015	68000	4.35
sl	Mineral Resources Ltd.	10/7/2015	47600	4.37
sl	Mineral Resources Ltd.	10/7/2015	112400	4.37
sl	Mineral Resources Ltd.	11/16/2015	465900	4.04
sl	Mineral Resources Ltd.	11/16/2015	284403	4.04
sl	Mineral Resources Ltd.	11/16/2015	2421	4
sl	Mineral Resources Ltd.	11/17/2015	55950	4.01
sl	Mineral Resources Ltd.	11/17/2015	150905	4.01
sl	Mineral Resources Ltd.	11/17/2015	37500	4.01
sl	Mineral Resources Ltd.	11/17/2015	17904	4.01
sl	Mineral Resources Ltd.	11/17/2015	48322	4.02
sl	Mineral Resources Ltd.	11/17/2015	201678	4.02
sl	Mineral Resources Ltd.	10/14/2015	27600	4.64
sl	Mineral Resources Ltd.	10/14/2015	25300	4.64
sl	Mineral Resources Ltd.	10/14/2015	6100	4.64
sl	Mineral Resources Ltd.	10/2/2015	161990	4.17

