

BHP BILLITON LTD
 Form 424B2
 September 27, 2013
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CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
U.S. 2.050% Notes due 2018	\$ 500,000,000	99.854%	\$ 499,270,000	\$ 68,101 ⁽¹⁾
U.S. 3.850% Notes due 2023	\$ 1,500,000,000	99.877%	\$ 1,498,155,000	\$ 204,349 ⁽¹⁾
U.S. 5.000% Notes due 2043	\$ 2,500,000,000	99.985%	\$ 2,499,625,000	\$ 340,949 ⁽¹⁾
U.S. Floating Rate Notes due 2016	\$ 500,000,000	100%	\$ 500,000,000	\$ 68,200 ⁽¹⁾

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Filed Pursuant to Rule 424(b)(2)

Registration Statement No. 333-183951

333-183951-01

333-183951-02

PROSPECTUS SUPPLEMENT

(to Prospectus dated September 18, 2012)

BHP Billiton Finance (USA) Limited

US\$500,000,000 2.050% Senior Notes due 2018

US\$1,500,000,000 3.850% Senior Notes due 2023

US\$2,500,000,000 5.000% Senior Notes due 2043

US\$500,000,000 Senior Floating Rate Notes due 2016

Fully and unconditionally guaranteed by

BHP Billiton Plc and BHP Billiton Limited

BHP Billiton Finance (USA) Limited is selling US\$500,000,000 aggregate principal amount of 2.050% senior notes due 2018, US\$1,500,000,000 aggregate principal amount of 3.850% senior notes due 2023, US\$2,500,000,000 aggregate principal amount of 5.000% senior notes due 2043 (collectively, the fixed rate notes) and US\$500,000,000 aggregate principal amount of senior floating rate notes due 2016. BHP Billiton Finance (USA) will pay interest on the fixed rate notes semi-annually in arrears on March 30 and September 30 of each year, beginning on March 30, 2014 until, and including, the respective maturity date. BHP Billiton Finance (USA) will pay interest on the senior floating rate notes on March 30, June 30, September 30 and December 30 of each year, beginning on December 30, 2013 until, and including, their maturity date.

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The notes will be issued by BHP Billiton Finance (USA) and will be guaranteed by each of BHP Billiton Limited, an Australian limited company, and BHP Billiton Plc, an English public limited company. The notes will rank equally in right of payment with all of the issuer's other unsecured and unsubordinated debt obligations. The guarantees will rank equally in the right of payment with each guarantor's other unsecured and unsubordinated debt obligations.

BHP Billiton Finance (USA) will make payments of principal and interest on the notes, and the guarantors will make any payments coming due under the guarantees, free and clear of, and without withholding or deduction for, any Australian and United Kingdom taxes. In the event that payments of principal and interest on the notes or the guarantees become subject to Australian or United Kingdom withholding tax, BHP Billiton Finance (USA) or the guarantors, as applicable, will pay additional amounts so that the amount received by holders of notes after withholding tax will equal the amount that would have been received had no withholding tax been applicable, subject to some exceptions described in the attached prospectus.

Each series of the fixed rate notes will be redeemable by BHP Billiton, at its option, in whole or in part, at any time at the redemption price determined under "Description of Notes - Optional make-whole redemption."

In the event that changes in withholding tax law, treaties or interpretations require BHP Billiton Finance (USA) or the guarantors to pay these additional amounts, it may redeem the notes before their stated maturity at a price equal to 100% of their principal amount plus accrued interest to, but not including, the redemption date.

See Risk Factors beginning on page 1 of the attached prospectus for a discussion of material risks that you should consider before deciding whether to invest in the notes.

Neither the Securities and Exchange Commission (the "SEC") nor any other regulatory body has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offence.

	Price to Investors	Underwriters Discount	Proceeds to the Issuer (before expenses)
Per 2.050% senior notes due 2018	99.854%	0.350%	99.504%
Per 3.850% senior notes due 2023	99.877%	0.450%	99.427%
Per 5.000% senior notes due 2043	99.985%	0.875%	99.110%
Per senior floating rate notes due 2016	100%	0.250%	99.750%
Total	\$ 4,997,050,000	\$ 31,625,000	\$ 4,965,425,000

Interest on the notes will accrue from and including the delivery date.

The underwriters are offering the notes subject to various conditions. The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company and its participants, including Euroclear and Clearstream, Luxembourg, on or about September 30, 2013.

Bookrunners

Barclays

Goldman, Sachs & Co.

September 25, 2013.

J.P. Morgan

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You should read this prospectus supplement along with the attached prospectus. Both documents contain information you should consider when making your investment decision. You should rely on the information contained in or incorporated by reference into this prospectus supplement and the attached prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone does provide you with different or inconsistent information, you may not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the attached prospectus is accurate only as of the date on the bottom of the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

In this prospectus supplement, the terms we, our, us, BHP Billiton and BHP Billiton Group refer to BHP Billiton Limited and BHP Billiton together with their respective subsidiaries (including the issuer). BHP Billiton Limited Group refers to the group that is BHP Billiton Limited and its subsidiary companies. BHP Billiton Plc Group refers to the group that is BHP Billiton Plc and its subsidiary companies. BHP Billiton Limited refers to the parent entity that was formerly BHP Limited before the implementation of the dual listed company structure and BHP Billiton Plc refers to the parent entity that was formerly Billiton Plc before the implementation of the dual listed company structure. We refer to BHP Billiton Finance (USA) Limited as BHP Billiton Finance (USA) or the issuer. We refer to BHP Billiton Limited and BHP Billiton Plc together as the guarantors.

This prospectus supplement contains the terms for this offering of notes. This prospectus supplement, or the information incorporated by reference in this prospectus supplement, may add, update or change information in, or incorporated by reference into, the attached prospectus. If information in this prospectus supplement, or the information incorporated by reference in this prospectus supplement, is inconsistent with the information in the attached prospectus, then the information in, or incorporated by reference into, this prospectus supplement, will apply and will supersede that information in, or incorporated by reference into, the attached prospectus. Capitalized terms used but not defined in this prospectus supplement have the meanings given to those terms in the attached prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the attached prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to under Where you can find additional information.

FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus supplement may constitute forward-looking statements (within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934), which are subject to various risks and uncertainties. These statements can be identified by the use of forward-looking terminology such as intend, aim, project, anticipate, estimate, plan, believe expect, may, should, will, continue, or other similar words. These statements discuss expectations concerning the results of operations or financial condition, or provide other forward-looking statements. Our actual results, performance or achievements could be significantly different from the results expressed in, or implied by, those forward-looking statements. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made.

These statements include, but are not limited to, the information regarding:

trends in commodity prices and currency exchange rates;

demand for commodities;

plans, strategies and objectives of management;

divestment of assets or closure of certain operations or facilities (including associated costs);

anticipated production or construction commencement dates;

capital costs and scheduling;

operating costs;

anticipated productive lives of projects, mines and facilities;

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provisions and contingent liabilities; and

tax and regulatory developments.

These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this prospectus supplement or the attached prospectus (including the documents incorporated by reference herein). When considering these forward-looking statements, you should keep in mind the cautionary statements contained or incorporated by reference in this prospectus supplement and the attached prospectus. These statements describe circumstances that could cause actual results to differ materially from those contained in any forward-looking statement.

For example, our future revenues from our operations, projects or mines described in this prospectus supplement and the attached prospectus (including the documents incorporated by reference herein) will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project, the expansion of certain facilities or mines, or the continuation of existing operations.

Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets; the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce; activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty; labour unrest; and other factors identified in the risk factors within our Annual Report on Form 20-F for the fiscal year ended June 30, 2013, as incorporated by reference herein. We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of operations or facilities, including associated costs, actual production or commencement dates, cost or production output, or anticipated lives of the projects, mines and facilities discussed will not differ materially from the statements contained in, or incorporated by reference in, this prospectus supplement and the attached prospectus.

Except as required by applicable regulations or by law, we do not undertake any obligation to publicly update or review any forward-looking statements, whether as a result of new information or future events.

CREDIT RATINGS

The credit ratings ascribed to us are intended to reflect our ability to meet our payment obligations in respect of the notes and the guarantees, and may not reflect the potential impact of any changes in future expectations concerning our results of operations or financial condition, risks related to our business structure and other factors on the value of the notes. In addition, actual or anticipated changes in our credit ratings may generally be expected to affect the market value of the notes. There can be no assurance that our credit ratings will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely if, in the applicable rating agency's judgment, circumstances so warrant.

INCORPORATION BY REFERENCE

The SEC allows BHP Billiton Limited and BHP Billiton Plc to incorporate by reference the information each of them files or furnishes with the SEC. This permits BHP Billiton Limited and BHP Billiton Plc to disclose

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important information to you by referring you to these filed or furnished documents. Any information referenced in this way is considered part of this prospectus supplement and the attached prospectus, and any information that we file or furnish with the SEC subsequent to this prospectus supplement and incorporate by reference into this prospectus supplement and the attached prospectus will automatically be deemed to update and supersede this information, as described in more detail below. We incorporate by reference the following documents that have been filed or furnished with the SEC:

The Annual Report on Form 20-F of BHP Billiton Limited and BHP Billiton Plc for the fiscal year ended June 30, 2013. Any statement contained herein, or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of the registration statement, this prospectus supplement and the attached prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement, this prospectus supplement or the attached prospectus.

We will provide without charge, upon written or oral request, a copy of any or all of the documents incorporated by reference in this prospectus supplement and the attached prospectus, other than exhibits which are specifically incorporated by reference in such documents. Requests should be directed to BHP Billiton, 171 Collins Street, Melbourne, Victoria 3000, Australia; telephone: +61 1300 554 757 (within Australia); +61 3 9609 3015 (outside Australia).

WHERE YOU CAN FIND ADDITIONAL INFORMATION

BHP Billiton Limited and BHP Billiton Plc file or furnish annual and other reports and other information with the SEC. You may read and copy any document that BHP Billiton Limited or BHP Billiton Plc has filed or furnished at the SEC's public reference room located at 100 F Street, NE Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, the SEC maintains an Internet site (www.sec.gov) that contains reports filed or furnished by us. Such documents are only incorporated by reference to the extent set forth herein. See Incorporation by reference.

American Depositary Shares (ADSs) representing ordinary shares of BHP Billiton Limited, evidenced by American Depositary Receipts (ADRs), are listed on the New York Stock Exchange, and its ordinary shares are listed on the Australian Securities Exchange (ASX). ADSs representing ordinary shares of BHP Billiton Plc, evidenced by ADRs, are listed on the New York Stock Exchange (NYSE), and its ordinary shares are admitted to the Official List of the Financial Conduct Authority in its capacity as competent authority under the United Kingdom Financial Services and Markets Act 2000, referred to as the UK Financial Conduct Authority, and the London Stock Exchange Plc for trading on the London Stock Exchange's Regulated Market. You can consult reports and other information about BHP Billiton Limited that it has filed pursuant to the rules of the NYSE and the ASX, and about BHP Billiton Plc that it has filed pursuant to the rules of the NYSE and the UK Financial Conduct Authority, at those exchanges or authority. Such documents are not incorporated into this prospectus supplement and the attached prospectus.

We will make available to the holders of the notes, at the corporate trust office of the trustee under the indenture governing the notes, copies of the indenture as well as our most recent annual report on Form 20-F, including a review of operations, and annual audited consolidated financial statements prepared in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board, or IFRS. We will also make available at the corporate trust office of the trustee our semi-annual consolidated financial statements, prepared in accordance with IFRS. We have not provided, and do not intend to provide, a reconciliation of our financial results to generally accepted accounting principles in the United States.

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SUMMARY

The BHP Billiton Group

We are BHP Billiton, a leading global resources company. Our purpose is to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.

Our strategy is to own and operate large, long-life, low-cost, expandable, upstream assets diversified by commodity, geography and market.

This strategy means more predictable company performance over time which, in turn, underpins the creation of long-term sustainable value for our shareholders, customers, employees and the communities in which we operate. We aim to deliver long-term sustainable value rather than being focused on short-term returns.

We are among the world's top producers of major commodities, including iron ore, metallurgical and energy coal, conventional and unconventional oil and gas, copper, aluminium, manganese, uranium, nickel and silver.

The Group is headquartered in Melbourne, Australia, and consists of the BHP Billiton Limited Group and the BHP Billiton Plc Group as a combined enterprise, following the completion of the Dual Listed Company (DLC) merger in June 2001.

BHP Billiton Limited and BHP Billiton Plc have each retained their separate corporate identities and maintained their separate stock exchange listings, but they are operated and managed as a single unified economic entity, with their boards and senior executive management comprising the same people.

BHP Billiton Limited has a primary listing on the ASX in Australia and BHP Billiton Plc has a premium listing on the UK Listing Authority's Official List and its ordinary shares are admitted to trading on the London Stock Exchange in the United Kingdom. BHP Billiton Plc also has a secondary listing on the Johannesburg Stock Exchange in South Africa. In addition, BHP Billiton Limited ADRs and BHP Billiton Plc ADRs trade on the NYSE in the United States.

As at September 20, 2013, we had a market capitalization of approximately US\$173.1 billion. For the fiscal year ended June 30, 2013, we reported net operating cash flow of US\$18.3 billion, profit attributable to shareholders of US\$10.9 billion and revenue of US\$66.0 billion. We have approximately 128,800 employees and contractors working at 141 locations in 26 countries.

Our assets, operations and interests are separated into five business units. These Businesses are: Petroleum and Potash; Copper; Iron Ore; Coal; and Aluminium, Manganese and Nickel.

The issuer

BHP Billiton Finance (USA) Limited, a corporation organized under the laws of the Commonwealth of Australia, is a wholly-owned finance subsidiary of BHP Billiton Limited. BHP Billiton Finance (USA) was formed for the purpose of borrowing on behalf of the BHP Billiton Group and advancing the net proceeds of such borrowings to members of the BHP Billiton Group. The principal executive offices of BHP Billiton Finance (USA) are located at 171 Collins Street, Melbourne, Victoria 3000, Australia. The issuer's telephone number is +61 1300 554 757.

BHP Billiton Finance (USA) is empowered under its constitution to borrow or raise money in such manner as it sees fit and in particular by the issue of debentures or other securities, such as the notes.

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THE OFFERING

Notes Being Offered	2.050% senior notes due 2018 (the 2018 fixed rate notes), 3.850% senior notes due 2023 (the 2023 fixed rate notes), 5.000% senior notes due 2043 (the 2043 fixed rate notes), and senior floating rate notes due 2016 (the 2016 floating rate notes and, together with the fixed rate notes, the notes).
Issuer	BHP Billiton Finance (USA) Limited.
Guarantors	BHP Billiton Plc and BHP Billiton Limited.
Principal Amount	2018 fixed rate notes: US\$500,000,000 aggregate principal amount. 2023 fixed rate notes: US\$1,500,000,000 aggregate principal amount. 2043 fixed rate notes: US\$2,500,000,000 aggregate principal amount. 2016 floating rate notes: US\$500,000,000 aggregate principal amount.
Issue Price	2018 fixed rate notes: 99.854%. 2023 fixed rate notes: 99.877%. 2043 fixed rate notes: 99.985%. 2016 floating rate notes: 100%.
Maturity Date	2018 fixed rate notes: September 30, 2018. 2023 fixed rate notes: September 30, 2023. 2043 fixed rate notes: September 30, 2043. 2016 floating rate notes: September 30, 2016.
Interest Rate	The 2018 fixed rate notes will bear interest at the rate of 2.050% per year from September 30, 2013, based upon a 360-day year consisting of twelve 30-day months. The 2023 fixed rate notes will bear interest at the rate of 3.850% per year from September 30, 2013, based upon a 360-day year consisting of twelve 30-day months.

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The 2043 fixed rate notes will bear interest at the rate of 5.000% per year from September 30, 2013, based upon a 360-day year consisting of twelve 30-day months.

The 2016 floating rate notes will bear interest at a rate per year, reset quarterly, equal to LIBOR plus 0.25%, as determined by the calculation agent, based upon a 360-day year.

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Interest Payment Dates

Interest on the fixed rate notes will be payable semi-annually in arrears on March 30 and September 30 of each year, commencing March 30, 2014 and ending on the respective maturity date. The record dates for interest payments will be March 15 and September 15.

Interest on the 2016 floating rate notes will be payable quarterly in arrears on each of March 30, June 30, September 30 and December 30, of each year, beginning December 30, 2013 and ending on their maturity date. The record dates for the interest payments will be close of business the 15th calendar day prior to the interest payment date.

Ranking

The notes will be unsecured obligations of BHP Billiton Finance (USA) and will rank equally in right of payment with all other unsecured and unsubordinated debt obligations of BHP Billiton Finance (USA), and the guarantees will be unsecured obligations of BHP Billiton Plc and BHP Billiton Limited and will rank equally in right of payment with all other unsecured and unsubordinated debt obligations of BHP Billiton Plc and BHP Billiton Limited, except, in each case, indebtedness given preference by applicable law.

Use of Proceeds

We anticipate the net proceeds from the issue and sale of the notes, after deducting underwriting discounts and commissions and our estimated expenses, will be approximately US\$4,964,900,000. We intend to use the net proceeds from the offering of the notes for general corporate purposes. See Use of Proceeds .

Further Issues

We may from time to time, without notice to or the consent of the holders of the notes, create and issue additional debt securities having the same terms as and ranking equally and ratably with the notes in all respects, as described more fully in Description of Debt Securities That We May Offer Default and Related Matters Further Issues on page 25 in the attached prospectus.

Additional Amounts

In the event that certain Australian or United Kingdom withholding taxes are required to be withheld or deducted from payments on the notes or guarantees, we will, subject to customary exceptions, pay such additional amounts as will result, after deduction or withholding of such taxes, in the payment of the amounts which would have been payable in respect of the notes or guarantees had no such withholding or deduction been required. See Description of Debt Securities That We May Offer Special Situations Payment of Additional Amounts on page 18 in the attached prospectus.

Optional Make-Whole Redemption

The fixed rate notes will be redeemable at our option, in whole or in part, at any time. See Description of Notes Optional make-whole redemption beginning on page S-13 of this prospectus supplement. Upon redemption, we will pay a redemption price equal to the greater

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of (i) 100% of the principal amount of the notes to be redeemed and (ii) as certified to the trustee by us, the sum of the present values of the Remaining Scheduled Payments (as defined in this prospectus supplement) of principal and interest on the relevant series of notes (excluding any interest accrued as of the date of redemption) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in this prospectus supplement) plus a spread of 15 basis points in the case of the 2018 fixed rate notes, 20 basis points in the case of the 2023 fixed rate notes and 20 basis points in the case of the 2043 fixed rate notes, together with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. The Comparable Treasury Issue for purposes of the definition contained in Description of Notes Optional make-whole redemption will be the U.S. Treasury security selected by the Independent Investment Banker (as defined in this prospectus supplement) as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes to be redeemed.

Optional Redemption for Tax Reasons

The notes may be redeemed at our option in whole but not in part, at the principal amount thereof plus accrued interest and any additional amounts due on the date fixed for redemption if certain events occur that would cause us to become obligated to pay additional amounts as described under Description of Debt Securities That We May Offer Special Situations Optional Tax Redemption on page 17 in the attached prospectus.

Form, Denomination and Registration of Notes

We will issue the notes as global notes registered in the name of The Depository Trust Company (DTC) or its nominee. Investors may hold book-entry interests in a global note through organizations that participate, directly or indirectly, in the DTC system. Book-entry interests in the global notes and all transfers relating to the global notes will be reflected in the book-entry records of DTC or its nominee. Book-entry interests in the notes will be issued in minimum denominations of US\$2,000 and in integral multiples of US\$1,000 in excess thereof.

Clearance and Settlement

The distribution of the notes will be cleared through DTC. Any secondary market trading of book-entry interests in the notes will take place through DTC participants, including Euroclear and Clearstream, Luxembourg and will settle in same-day funds through DTC's same-day funds settlement system. The CUSIP number for the 2018 fixed rate notes is 055451 AT5 and the ISIN is US055451AT54. The CUSIP number for the 2023 fixed rate notes is 055451 AU2 and the ISIN is US055451AU28. The CUSIP number for the 2043 fixed rate

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notes is 055451 AV0 and the ISIN is US055451AV01. The CUSIP number for the 2016 floating rate notes is 055451 AS7 and the ISIN is US055451AS71.

Restrictive Covenants

We have agreed to observe covenants, including covenants as to limitation on the incurrence of liens and limitations on sale and leaseback transactions. See **Description of Debt Securities That We May Offer Restrictive Covenants** on page 20 in the attached prospectus.

Trustee

The Bank of New York Mellon is the trustee under the indenture, dated as of April 17, 2003, and will act as calculation agent with respect to the 2016 floating rate notes.

Governing Law

The notes, guarantees and indenture will be governed by New York law.

Risk Factors

Prospective purchasers of the notes should consider carefully all of the information set forth in, or incorporated by reference in, this prospectus supplement and the attached prospectus and, in particular, the information set forth under **Risk Factors** on page 1 in the attached prospectus, before deciding whether to make an investment in the notes.

Table of Contents**USE OF PROCEEDS**

We anticipate the net proceeds from the issue and sale of the notes, after deducting underwriting discounts and commissions and our estimated expenses, will be approximately US\$4,964,900,000. We intend to use the net proceeds from the offering of the notes for general corporate purposes.

RATIO OF EARNINGS TO FIXED CHARGES

Shown below is the ratio of earnings to fixed charges for the BHP Billiton Group for the periods indicated.

	Year ended June 30,				
	2013	2012	2011	2010	2009
Ratio of earnings to fixed charges	14.8	24.5	48.6	31.7	16.8

We computed the ratio of earnings to fixed charges by dividing the amount of earnings by the amount of fixed charges. For the purposes of calculating this ratio, we have calculated earnings by adding pre-tax income before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investees, fixed charges and distributed income of equity investees. Interest capitalized and the minority interest in pre-tax income of subsidiaries that have not incurred fixed charges were subtracted from the total of the added items. Fixed charges consist of interest costs, both expensed and capitalized, a reasonable approximation of the interest component of rental expense and pre-tax earnings required to cover any preferred stock dividend requirements.

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The following table sets out the capitalization of the BHP Billiton Group at June 30, 2013, and as adjusted to give effect to this offering and the application of the proceeds thereof, in accordance with IFRS.

(in US\$ millions)	At June 30, 2013	
	Actual (unaudited)	As Adjusted ^(a)
Current interest bearing liabilities	5,303	5,303
Non-current interest bearing liabilities		
2.050% Senior Notes due 2018 offered hereby		498
3.850% Senior Notes due 2023 offered hereby		1,491
5.000% Senior Notes due 2043 offered hereby		2,478
Senior Floating Rate Notes due 2016 offered hereby		499
Other unsecured	28,368	28,368
Secured	1,494	1,494
Total non-current interest bearing liabilities	29,862	34,828
Equity		
Share capital		
BHP Billiton Limited	1,186	1,186
BHP Billiton Plc	1,069	1,069
Treasury shares held	(540)	(540)
Reserves	1,970	1,970
Retained earnings	66,979	66,979
Minority interests	1,371	1,371
Total equity	72,035	72,035
Total capitalization	107,200	112,166

(a) Adjusted to show the proceeds to the issuer before expenses of the offering.

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SELECTED CONSOLIDATED FINANCIAL INFORMATION

The selected financial information for BHP Billiton reflects the combined operations of both BHP Billiton Limited and BHP Billiton Plc. BHP Billiton Limited and BHP Billiton Plc each reports, as its primary financial statements under the requirements of the SEC, the BHP Billiton Group's consolidated financial statements prepared in accordance with IFRS as issued by the International Accounting Standards Board and presented in US dollars.

The selected consolidated financial information for the BHP Billiton Group set forth below as at June 30, 2013 and 2012 and for the fiscal years ended June 30, 2013, 2012 and 2011 has been derived from and should be read in conjunction with and is qualified in its entirety by reference to the financial statements of the BHP Billiton Group for the corresponding periods and the accompanying notes thereto included in our Annual Report on Form 20-F for the fiscal year ended June 30, 2013 and incorporated by reference herein. The selected consolidated financial information for the BHP Billiton Group set forth below as at June 30, 2011, 2010 and 2009 and for the fiscal years ended June 30, 2010 and 2009 has been derived from and should be read in conjunction with and is qualified in its entirety by reference to the financial statements of the BHP Billiton Group for the corresponding periods and the accompanying notes thereto included in our Annual Reports on Form 20-F for the fiscal years ended June 30, 2011 and 2010, which are not incorporated by reference herein.

As permitted by AASB 2007-4 and IAS 31 Interests in Joint Ventures which became effective on July 1, 2007, the BHP Billiton Group recognizes its proportionate interests in the assets, liabilities, revenues and expenses of jointly controlled entities within each applicable line item of the financial statements.

(US\$ millions except per share data)	2013	Year ended June 30, 2012
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