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BHP BILLITON LTD
Form F-6
June 04, 2007

As filed with the Securities and Exchange Commission on June 4, 2007

Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES

BHP BILLITON LIMITED
(Exact name of issuer of deposited securities as specified in its charter)

[N/A]
(Translation of issuer's name into English)

Australia
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

399 Park Avenue
New York, New York 10022
(212) 816-6690
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

Earl Moore
1350 Post Oak Boulevard,
Suite 156
Houston, Texas 77056
(713) 961-8414
(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Christopher J. Kell, Esq.

Herman H. Raspe, Esq.

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Skadden, Arps, Slate,
Meagher & Flom
Level 13,
131 Macquarie Street
Sydney, New South
Wales 2000,
Australia

Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

It is proposed that this filing become effective under Rule 466:
 immediately upon filing.
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offer Price** |
|---|-------------------------|--|--|
| American Depositary Shares, each representing two (2) ordinary shares of BHP Billiton Limited | 100,000,000 | \$5.00 | \$5,000,000.00 |

* Each unit represents 100 American Depositary Shares.
** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus ----- |
|--|---|
| 1. Name of Depository and address of its principal executive office | Face of Receipt - Introductor |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depository Share ("ADsS") | Face of Receipt - Upper right |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraph and (17). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph |
| (v) The sale or exercise of rights | Reverse of Receipt - Paragraph and (16). |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (1) Reverse of Receipt - Paragraph |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraph provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADsS | Face of Receipt - Paragraph (1) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (7), (9) and (10). |

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| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus ----- |
|----------------------------------|---|
|----------------------------------|---|

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| | | |
|---------|---|---|
| (x) | Limitation upon the liability of the Depositary | Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph |
| (xi) | Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (1) |
| Item 2. | AVAILABLE INFORMATION | Face of Receipt - Paragraph (1) |

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's website (www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the depositary.

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PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

- Item 3. EXHIBITS
- (a) Form of Second Amended and Restated Deposit Agreement, by and among BHP Billiton Limited (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder ("Deposit Agreement"). -- Filed herewith as Exhibit (a).
 - (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
 - (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. -- None.
 - (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
 - (e) Certificate under Rule 466. -- None.
 - (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Second Amended and Restated Deposit Agreement, by and among BHP Billiton Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 4th day of June, 2007.

Legal entity created by the Second Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing two (2) ordinary shares of BHP Billiton Limited.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Susan A. Lucanto

Name: Susan A. Lucanto
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended,

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BHP Billiton Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Melbourne, Australia, on May 31, 2007.

BHP BILLITON LIMITED

By: /s/ Karen Wood

Name: Karen Wood
Title: Chief Governance Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Karen Wood to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 31, 2007.

Signature

/s/ Charles Goodyear

Charles Goodyear
(Principal Executive Officer)

/s/ Alex Vanselow

Alex Vanselow
(Principal Financial Officer)

/s/ Nigel Chadwick

Nigel Chadwick
(Principal Accounting Officer/Controller)

Paul Anderson

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(Director)

/s/ Don Argus

Don Argus
(Director)

David Brink
(Director)

John Buchanan
(Director)

/s/ Carlos Cordeiro

Carlos Cordeiro
(Director)

David Crawford
(Director)

/s/ Jacques Nasser

Jacques Nasser
(Director)

/s/ John Schubert

John Schubert
(Director)

/s/ E. Gail de Planque

Gail de Planque
(Director)

/s/ Charles Goodyear

Charles Goodyear
(Director)

/s/ David Jenkins

David Jenkins
(Director)

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/s/ Marius Kloppers

Marius Kloppers
(Director)

/s/ Chris Lynch

Chris Lynch
(Director)

Authorized Representative in the U.S.

/s/ Earl K. Moore

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Index to Exhibits

| Exhibit ----- | Document ----- | Sequentially Numbered Page ----- |
|------------------|--|--|
| (a) | Form of Second Amended and Restated Deposit Agreement | |
| (d) | Opinion of counsel to the Depositary | |