

BAY RESOURCES LTD
Form SC 13G/A
March 16, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13G

**INFORMATION STATEMENT PURSUANT TO RULES 13D-1 AND 13D-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)¹**

Bay Resources Ltd.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

072533102

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes.*)

| | |
|---|---|
| 1) | Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only) RAB Special Situations (Master) Fund Limited |
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3) | SEC Use Only |
| 4) | Citizenship or Place of Organization Cayman Islands |
| Number of Shares Beneficially Owned by Each Reporting Person With: | (5) Sole Voting Power 3,340,000* |
| | (6) Shared Voting Power 0 |
| | (7) Sole Dispositive Power 3,340,000* |
| | (8) Shared Dispositive Power 0 |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person 3,340,000* *The reporting person owns 1,670,000 shares of common stock of the issuer and warrants exercisable to acquire an additional 1,670,000 shares of common stock. Under the terms of the warrants, in no event shall such securities be converted into common shares if, after giving effect to such conversion, the holder would, in aggregate, beneficially own common shares of the issuer in excess of 9.99% of the issued and outstanding common shares, within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934, as amended. |
| 10) | Check If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| 11) | Percent of Class Represented by Amount in Row (9) Up to 9.99%** **The percentages used herein are calculated based upon 16,714,630 outstanding shares reported in the issuer's proxy statement 10QSB filed January 6, 2006. Under the terms of the warrants, in no event shall such securities be converted into common shares if, after giving effect to such conversion, the holder would, in aggregate, beneficially own common shares of the issuer in excess of 9.99% of the issued and outstanding common shares, within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934, as amended. |
| 12) | |

Type of Reporting Person (See Instructions)

CO

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**Item
1 (a)**

Name of Issuer:

Bay Resources Ltd.**Item
1 (b)**

Address of Issuer's Principal Executive Offices:

**210 Kings Way
South Melbourne, Victoria
Australia 3****Item
2 (a)**

Name of Person Filing:

RAB Special Situations (Master) Fund Limited**Item
2 (b)**

Address of Principal Business Office or, if none, Residence:

**RAB Special Situations (Master) Fund Limited
P.O. Box 908 GT
Walker House Mary Street
George Town, Cayman Islands****Item
2 (c)**

Citizenship:

Cayman Islands**Item
2 (d)**

Title of Class of Securities:

Common Shares**Item
2 (e)**

CUSIP Number:

072533102**Item 3.** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|--------------------------|--|
| (a) | <input type="checkbox"/> | Broker or dealer registered under Section 15 of the Act. |
| (b) | <input type="checkbox"/> | Bank as defined in Section 3(a)(6) of the Act. |
| (c) | <input type="checkbox"/> | Insurance company as defined in Section 3(a)(19) of the Act. |
| (d) | <input type="checkbox"/> | Investment company registered under Section 8 of the Investment Company Act. |
| (e) | <input type="checkbox"/> | An investment adviser in accordance with Rule 13d-1(b)(1) (ii)(E); |

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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-------------------------------------|---|
| (f) | <input type="checkbox"/> | An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); |
| (g) | <input type="checkbox"/> | A parent holding company, in accordance with Rule 13d-1(b)(ii)(G); |
| (h) | <input type="checkbox"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act; |
| (i) | <input type="checkbox"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940; |
| (j) | <input type="checkbox"/> | Group, in accordance with Rule 13d-1(b)(1)(ii)(J). |
| | <input checked="" type="checkbox"/> | If this statement is filed pursuant to Rule 13d-1(c), check this box. |

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities identified in Item 1.

(a) Amount beneficially owned:

See Item 9 on the cover page

(b) Percent of Class:

See Item 11 on the cover page

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or direct the vote:

(iii) Sole power to dispose or to direct the disposition of:

(iv) Sole power to dispose or to direct the disposition of:

See Items 5-8 on cover page

Item 5. Ownership of Five Percent or Less of a Class.

If the statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 2, 2006

(Date)

**RAB Special Situations (Master) Fund Limited
by William Philip Richards, Director**

/s/ William Philip Richards

(Signature)
