

TURQUOISE HILL RESOURCES LTD.  
Form SC 13G/A  
February 10, 2017

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**UNITED STATES**

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Turquoise Hill Resources Ltd.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**900435108**

(CUSIP Number)

December 31, 2016

(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)

o Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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 ("Act") 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).



CUSIP No. 900435108

**SCHEDULE 13G/A**

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1 NAME OF REPORTING PERSONS

SailingStone Capital Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

5 SOLE VOTING POWER

227,038,867

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

227,038,867

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

227,038,867

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.3%

12 TYPE OF REPORTING PERSON (See Instructions)

IA



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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

SailingStone Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, USA

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

227,038,867

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

227,038,867

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

227,038,867

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.3%

12  
TYPE OF REPORTING PERSON (See Instructions)

HC, CO



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**SCHEDULE 13G/A**

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1 NAME OF REPORTING PERSONS

MacKenzie B. Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

227,038,867

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

227,038,867

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

227,038,867

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.3%

12 TYPE OF REPORTING PERSON (See Instructions)

HC, IN





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**SCHEDULE 13G/A**

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NAME OF REPORTING PERSONS

1

Kenneth L. Settles Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

227,038,867

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

227,038,867

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

227,038,867

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.3%

12  
TYPE OF REPORTING PERSON (See Instructions)

HC, IN

CUSIP No. 900435108

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**Item 1. (a) Name of Issuer**

Turquoise Hill Resources Ltd.

**(b) Address of Issuer's Principal Executive Offices**

200 Granville Street, Suite 354

Vancouver, British Columbia V6C 1S4

**Item 2.**

**(a) Name of Person Filing**

**(b) Address of Principal Business Office, or, if none, Residence**

**(c) Citizenship**

**SailingStone Capital Partners LLC ("SailingStone")**

One California Street, 30th Floor

San Francisco, CA 94111

Delaware

**SailingStone Holdings LLC ("SailingStone Holdings")**

One California Street, 30th Floor

San Francisco, CA 94111

Delaware

**MacKenzie B. Davis ("Davis")**

One California Street, 30th Floor

San Francisco, CA 94111

United States

**Kenneth L. Settles Jr. ("Settles")**

One California Street, 30th Floor

San Francisco, CA 94111

United States

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP No.:**

900435108

CUSIP No. 900435108

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  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 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

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**Item 4. Ownership**

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

**SailingStone**

- (a) Amount beneficially owned: 227,038,867
- (b) Percent of class: 11.3%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 227,038,867
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 227,038,867
  - (iv) Shared power to dispose or to direct the disposition of: 0

**SailingStone Holdings, Davis and Settles**

- (a) Amount beneficially owned: 227,038,867
- (b) Percent of class: 11.3%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 227,038,867
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 227,038,867

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

If this 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 5 percent of the class of securities, check the following [ ].

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

Not Applicable

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

Not Applicable

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

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Date: February 10, 2017

SailingStone Capital Partners LLC

By: /s/ Kathlyne Kiaie

Name: Kathlyne Kiaie

Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis

Name: MacKenzie B. Davis

Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis

Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.

Name: Kenneth L. Settles Jr.



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Exhibit 1

WHEREAS, in accordance with Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the "Act"), only one joint Statement and any amendments thereto need to be filed whenever one or more persons are required to file such a Statement or any amendments thereto pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such Statement or amendments thereto is filed on behalf of each of them;

NOW, THEREFORE, the parties hereto agree as follows: SailingStone Capital Partners LLC, SailingStone Holdings LLC, MacKenzie B. Davis, and Kenneth L. Settles Jr., do hereby agree, in accordance with Rule 13d-1(k)(1) under the Act, to file a Statement on Schedule 13G/A relating to their ownership of the Common Stock of the Issuer, and do hereby further agree that said Statement on Schedule 13G/A shall be filed on behalf of each of them.

Date: February 10, 2017

SailingStone Capital Partners LLC

By: /s/ Kathlyne Kiaie  
Name: Kathlyne Kiaie  
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis  
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.  
Name: Kenneth L. Settles Jr.

