

Edgar Filing: CHEMICAL & MINING CO OF CHILE INC - Form SC 13D/A

CHEMICAL & MINING CO OF CHILE INC
Form SC 13D/A
May 31, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Amendment No. 3)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Sociedad Quimica y Minera de Chile S.A.

(Name of Issuer)

Series A Common Stock, no par value ("Series A Shares")

(Title of Class of Securities)

833636103

(CUSIP Number)

Potash Corporation of Saskatchewan Inc.
122 - 1st Avenue South
Saskatoon, Saskatchewan
Canada S7K 7G3
(306) 933-8500

with a copy to:

Daniel S. Sternberg, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006
(212) 225-2000

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

May 17, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on the following pages)
(Page 1 of 6 Pages)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Potash Corporation of Saskatchewan Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

BK, AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Saskatchewan, Canada

| | | |
|--|----|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 101,000 Series A Shares (See Item 5) |
| | 8 | SHARED VOTING POWER 53,562,519 Series A Shares (See Item 5) |
| | 9 | SOLE DISPOSITIVE POWER 101,000 Series A Shares (See Item 5) |
| | 10 | SHARED DISPOSITIVE POWER 53,562,519 Series A Shares (See Item 5) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,663,519 Series A Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

37.57% (See Item 5(a))

14 TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Inversiones El Boldo Limitada

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS

BK and AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Republic of Chile

| | | |
|--|----|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | 8 | SHARED VOTING POWER 53,562,519 Series A Shares (See Item 5) |
| | 9 | SOLE DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER 53,562,519 Series A Shares (See Item 5) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,562,519 Series A Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES |

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

37.50% (See Item 5(a))

14 TYPE OF REPORTING PERSON

CO

Item 1. Security and Issuer.

No change.

Item 2. Identity and Background.

No change.

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Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds (excluding applicable brokerage commissions) utilized by Chile Holdco to acquire the Series A Shares beneficially owned by the Reporting Persons was approximately 105.8 billion Chilean pesos or approximately U.S.\$150 million. Chile Holdco obtained approximately U.S.\$127.4 million through a combination of a bank loan (secured in part by PCS and in part by an affiliate of PCS) and additional capitalization of Chile Holdco originating from PCS. PCS provided the funds necessary to secure the loan and to fund the additional capitalization of Chile Holdco from a combination of cash on hand and borrowings pursuant to its general operating credit facility. Chile Holdco obtained approximately U.S.\$22.6 million through a loan from PCS.

PCS utilized its own funds to purchase 101,000 additional shares for which it is sole beneficial owner.

Item 4. Purpose of Transaction.

In transactions occurring on May 14 and May 17, 2002, PCS Chile Holdco purchased a net total of 3,145,788 Series A Shares. All of such Series A Shares were purchased in open market transactions on the Bolsa de Comercio de Santiago, Bolsa de Valores (the Santiago Stock Exchange). In addition, on May 17, 2002, PCS purchased 100,000 Series A Shares in the form of American Depositary Receipts, each representing 10 Series A Shares. The Series A Shares beneficially owned by the Reporting Persons were acquired by them as a strategic investment in a company active in complementary markets.

Item 5. Interest in Securities of the Issuer.

(a) PCS beneficially owns the following Series A Shares:

| | Number of Series A Shares | % of Class(1) | % of All Equity Securities of Issuer(2) |
|------------------|------------------------------|---------------|--|
| | ----- | ----- | ----- |
| PCS..... | 53,663,519(3) | 37.57% | 20.39% |
| Chile Holdco.... | 53,562,519 | 37.50% | 20.35% |

(1) Based upon 142,819,552 Series A Shares outstanding as of May 2, 2002.

(2) Based upon 142,819,552 Series A Shares and 120,376,972 shares of Series B Common Stock, no par value, of the Issuer outstanding as of May 2, 2002.

(3) PCS beneficially owns 101,000 Series A Shares in the form of American Depositary Receipts, each representing 10 Series A Shares.

(b) No change.

(c) No change.

(d) No change.

(e) No change.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

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No change.

Item 7. Material to be Filed as Exhibits.

No change.

SIGNATURES

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: May 30, 2002 Potash Corporation of Saskatchewan Inc.

/s/ Wayne R. Brownlee

By: Wayne R. Brownlee
Title: Senior Vice President, Treasurer
and Chief Financial Officer

Date: May 30, 2002 Inversiones El Boldo Limitada

/s/ Mark G. Boulanger

By: Mark G. Boulanger
Title: Executive Officer