

TURQUOISE HILL RESOURCES LTD.

Form F-10/A

November 26, 2013

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As filed with the Securities and Exchange Commission on November 26, 2013.

Registration No. 333-192326

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM F-10
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TURQUOISE HILL RESOURCES LTD.

(Exact name of Registrant as specified in its charter)

Yukon, Canada (Province or other Jurisdiction of	1000 (Primary Standard Industrial	Not Applicable (I.R.S. Employer Identification
Incorporation or Organization)	Classification Code Number)	Number, if applicable)
Suite 354-200 Granville Street, Vancouver, British Columbia, Canada V6C 1S4, (604) 688-5755		

(Address and telephone number of Registrant's principal executive offices)

CT Corporation System

111 Eighth Avenue, New York, NY 10011, (212) 894-8700

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Copies to:

Dustin S. Isaacs	Steve Malas	Edwin S. Maynard
Turquoise Hill Resources Ltd.	Norton Rose	Paul, Weiss, Rifkind,
Suite 354-200 Granville Street	Fulbright Canada LLP	Wharton & Garrison LLP
Vancouver, B.C.	Suite 2500, 1 Place Ville Marie	1285 Avenue of the Americas
Canada V6C 1S4	Montréal, Quebec	New York, New York
(604) 688-5755	(514) 847-4747	10019-6064
		(212) 373-3000

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after this Registration Statement becomes effective

Province of British Columbia, Canada

(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box below):

A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).

B. at some future date (check the appropriate box below)

1. pursuant to Rule 467(b) on () at () (designate a time not sooner than 7 calendar days after filing).

2. pursuant to Rule 467(b) on () at () (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ().

3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.

4. after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee⁽²⁾
Rights Common Shares			U.S. \$2,414,679,838	U.S. \$311,011

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457 of the Securities Act of 1933, as amended (the Securities Act of 1933).

(2) U.S. \$309,120 of such fee was previously paid upon the initial filing of this registration statement. The additional registration fee of U.S. \$1,891 is paid herewith.

If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this registration statement changes, the provisions of Rule 416 shall apply to this registration statement.

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PART I
INFORMATION REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS

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IF YOU ARE A REGISTERED SHAREHOLDER AND RESIDENT IN A PROSPECTUS JURISDICTION, YOUR RIGHTS CERTIFICATE IS ENCLOSED. PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION PRIOR TO 5:00 P.M. (EASTERN TIME) ON JANUARY 7, 2014.

This short form prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor, shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This rights offering is made by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States and Canada, to prepare this short form prospectus in accordance with the disclosure requirements of Canada. Prospective investors should be aware that those requirements are different from those of the United States. The financial statements included in or incorporated by reference into this short form prospectus have been prepared in accordance with accounting principles generally accepted in the United States and such financial statements are subject to Canadian auditing standards and auditor independence standards. They may not be comparable to financial statements of United States companies.

*The enforcement by investors of civil liabilities under U.S. federal securities laws may be affected adversely by the fact that the issuer is organized under the laws of the Yukon, Canada, that many of its directors and officers, and some or all of the experts named in this short form prospectus, are residents of Canada or otherwise reside outside the United States, and that a substantial portion of the assets of the issuer and of said persons are located outside the United States. See *Enforceability of Civil Liabilities* .*

THE SECURITIES OFFERED BY THIS PROSPECTUS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE SEC) OR ANY STATE SECURITIES COMMISSION NOR HAS THE SEC OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the General Counsel and Corporate Secretary of Turquoise Hill Resources Ltd. at 354 200 Granville Street, Vancouver, British Columbia, V6C 1S4 (telephone (604) 688-5755), and are also available electronically at www.sedar.com.

Short Form Prospectus

Rights Offering

November 25, 2013

TURQUOISE HILL RESOURCES LTD.

Rights to Subscribe for 1,006,116,599 Common Shares

at a Price of US\$2.40 per Common Share or C\$2.53 per Common Share

Turquoise Hill Resources Ltd. (we , us , our or the Company) is issuing to all holders (Shareholders) of its outstanding common shares (Common Shares) as at 5:00 p.m. (Eastern time) on December 6, 2013 (the Record Date) rights (Rights) to subscribe for an aggregate of 1,006,116,599 Common Shares (the Rights Offering). A Shareholder is entitled to receive one Right for each Common Share held on the Record Date. As of November 25, 2013, the date of this short form prospectus (this Prospectus), there are 1,006,116,599 Common Shares outstanding. If all Rights issued in connection with the Rights Offering are exercised, the Company expects to issue 1,006,116,599 Common Shares following the Expiry Date (as defined below), based on the number of Common Shares outstanding as of November 25, 2013. Additional Rights will be issued, and additional Common Shares will become issuable pursuant to the exercise of such Rights, if the number of Common Shares outstanding on the Record Date is greater than the number of Common Shares outstanding on the date of this Prospectus. The Rights are transferable and will be represented by rights certificates (Rights Certificates).

The Company will mail or cause to be mailed to each Shareholder holding Common Shares in registered form (a Registered Shareholder and, collectively, the Registered Shareholders) that resides in Canada or the United States (collectively referred to as Prospectus Jurisdictions) a Rights Certificate evidencing the number of Rights issued to the holder thereof together with a copy of this Prospectus. Registered Shareholders will be presumed to be resident in the place of their address of record, unless evidence to the contrary is shown to the Company's satisfaction.

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The Offered Securities (as defined below) are not qualified under the securities laws of any jurisdiction other than the Prospectus Jurisdictions (each, a Non-Prospectus Jurisdiction), and Rights may not be exercised by or on behalf of a holder of Rights resident in a Non-Prospectus Jurisdiction (each, a Non-Prospectus Holder), except under the circumstances where the Company determines, in its sole discretion, that the offering to and subscription by such person (each, a Qualified Holder) is lawful and in compliance with all securities and other laws applicable in the Non-Prospectus Jurisdiction where such person is resident. See Details of the Rights Offering Non-Prospectus Holders .

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Only a holder of Rights with an address of record in a Prospectus Jurisdiction (each, a Prospectus Holder) or a Qualified Holder is entitled to exercise Rights. In this Prospectus, Prospectus Holders and Qualified Holders are collectively referred to as Eligible Holders .

Eligible Holders can exercise some or all of their Rights (the Basic Subscription Privilege) on the basis that for every Right held, an Eligible Holder will be entitled to subscribe for one (1) Common Share from December 11, 2013 (the Commencement Date) until 5:00 p.m. (Eastern time) (the Expiry Time) on January 7, 2014 (the Expiry Date), at a price, at such holder's choice but subject to any additional restrictions a Participant (as defined below) may impose, of either US\$2.40 per Common Share or C\$2.53 per Common Share (whether in U.S. dollars or Canadian dollars, the Subscription Price). The U.S. dollar denominated Subscription Price was determined through negotiation between the Company and Rio Tinto International Holdings Limited (Rio Tinto) prior to the filing of this Prospectus. The Canadian dollar denominated Subscription Price is a price equal to the Canadian dollar equivalent of the U.S. dollar Subscription Price based on the Bank of Canada noon exchange rate (the Noon Exchange Rate) on November 22, 2013.

Holders of Rights that exercise their Basic Subscription Privilege in full are entitled to subscribe for additional Common Shares (the Additional Common Shares), if available, up to a holder's *pro rata* share of the total number of Additional Common Shares available for additional subscription, prior to the Expiry Time, pursuant to an additional subscription privilege (the Additional Subscription Privilege). See Details of the Rights Offering Additional Subscription Privilege .

In addition, under a Memorandum of Agreement dated August 23, 2013, as amended on November 14, 2013 (as amended, the 2013 MOA), Rio Tinto, which together with its affiliates (collectively, the Rio Tinto Group) is the Company's largest shareholder holding approximately 50.8% of the Common Shares currently outstanding, has agreed, among other things, and subject to certain terms, conditions and limitations set out in the 2013 MOA, to exercise, and to cause each other member of the Rio Tinto Group which owns Rights to exercise, its Basic Subscription Privilege in full and to purchase, or to cause one or more members of the Rio Tinto Group to purchase, all Common Shares (the Standby Shares) not otherwise acquired under the Rights Offering by holders of Rights pursuant to the Basic Subscription Privilege and the Additional Subscription Privilege (the Standby Commitment). In consideration of its providing the Standby Commitment, Rio Tinto will be entitled to be paid the Standby Purchaser Fee (as defined below). The Standby Commitment is subject to certain other conditions and may be terminated by Rio Tinto prior to the date of closing of the Rights Offering (the Closing Date) in certain circumstances. See Details of the Rights Offering Standby Commitment and Risk Factors Risks Related to the Rights Offering Rio Tinto's agreement to exercise its Basic Subscription Privilege and provide the Standby Commitment may be terminated under certain circumstances, although the Company would likely still be required in such circumstances to proceed with the Rights Offering .

If a Shareholder does not fully exercise its Rights pursuant to the Basic Subscription Privilege, or if a Shareholder sells or transfers its Rights, the Shareholder's current ownership percentage may be significantly diluted by the issuance of Common Shares pursuant to the exercise of Rights by other holders of such Rights, as well as the purchase of Standby Shares by Rio Tinto. Additionally, Rio Tinto holds warrants that may be exercised by Rio Tinto to acquire an aggregate of 74,247,460 Common Shares and, pursuant to a Memorandum of Agreement dated April 17, 2012 as amended on May 22, 2012 (as amended, the 2012 MOA), Rio Tinto is entitled to receive anti-dilution warrants on the Closing Date which will be exercisable by Rio Tinto to acquire up to a number of Common Shares to be determined in accordance with the 2012 MOA, which number will not exceed 100,599,888 Common Shares. See Background and Purpose of the Rights Offering Series D Warrants and Anti-Dilution Series D Warrants . Should Rio Tinto exercise any such warrants or any of its other anti-dilution subscription rights, the other Shareholders' existing holdings in the Company would be diluted. See Risk Factors Risks Related to the Rights Offering Shareholders may suffer significant dilution in connection with the Rights Offering .

You should be aware that the acquisition or disposition of the securities described in this Prospectus and the expiry of an unexercised Right may have tax consequences in Canada, the United States and/or elsewhere, depending on your specific circumstances. Such consequences may not be described fully herein. You should read the tax discussions in this Prospectus and consult your own tax advisors with respect to such tax considerations.

Many of our directors and some of the experts named in this Prospectus reside outside of Canada or are incorporated, continued or otherwise organized under the laws of a foreign jurisdiction. Although David Klingner, Rowena Albones, Charles Lenegan, Jeffrey Tygesen, Kay Priestly and Christopher Bateman, our non-Canadian resident directors and officers, have each appointed Lackowicz & Hoffman, at 300-204 Black Street, Whitehorse, Yukon Y1A 2M9, as their agent for service of process in Canada, purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Investment in Rights and the Common Shares underlying the Rights is subject to a number of risks. The risk factors outlined herein should be carefully reviewed and considered by prospective purchasers in connection with an investment in Rights or the Common Shares underlying the Rights. See Risk Factors .

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If the Rights Offering does not proceed, the aggregate Subscription Price paid by a holder that exercises Rights (each, a Subscriber and, collectively, Subscribers) for the Rights exercised (the Subscription Payments and, with respect to each Subscriber, the Subscription Payment) pursuant to the Basic Subscription Privilege and the Additional Subscription Privilege, as applicable, will be returned promptly to Subscribers by the Subscription Agent (as defined below) without interest or deduction. If the Rights Offering does proceed, any Subscription Payments for Additional Common Shares which are not allocated to Subscribers under the Additional Subscription Privilege will be returned promptly to such Subscribers by the Subscription Agent without interest or deduction.

Subscription Price: US\$2.40 per Common Share or C\$2.53 per Common Share

	Subscription		Proceeds to the Company ⁽²⁾⁽³⁾
	Price	Fees ⁽¹⁾	
Per Common Share	US\$2.40 /C\$2.53	US\$0.076	US\$2.324
Subscription Proceeds	US\$2,414,679,838 /C\$2,545,474,995	US\$76,440,395	US\$2,338,239,443

- (1) Under the Standby Commitment, the Company has agreed to pay Rio Tinto a fee of US\$72,440,395, equal to 3.0% of the aggregate gross proceeds of the Rights Offering (the Standby Purchaser Fee), which fee will be payable in cash in U.S. dollars on the Closing Date. In addition to the Standby Purchaser Fee, fees include expenses and other fees of the Company and the Rio Tinto Group payable relating to the Rights Offering, estimated to be approximately US\$4.0 million, which fees and expenses are payable by the Company.
- (2) Assumes the exercise of all the Rights and the payment of the Standby Purchaser Fee to Rio Tinto and expenses and other fees payable relating to the Rights Offering, which are payable by the Company. See Plan of Distribution.
- (3) The proceeds were calculated using the U.S. dollar Subscription Price and the number of Common Shares outstanding as of November 25, 2013. Actual proceeds to the Company will vary depending upon the relative amounts of Subscription Payments received by the Company in U.S. dollars and Canadian dollars and upon the exchange rate between U.S. dollars and Canadian dollars, as well as the actual number of Common Shares outstanding on the Record Date.

The Rights Offering is not subject to any minimum subscription level.

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus. Neither Rio Tinto nor any of its affiliates has been engaged as an underwriter in connection with the Rights Offering, nor has any of them been involved in the preparation of, or performed any review of, this Prospectus in the capacity of an underwriter.

Rights not exercised by the Expiry Time will be void and of no value and no longer exercisable for any Common Shares. Any subscription for Common Shares will be irrevocable once submitted.

An application has been submitted to the Toronto Stock Exchange (the TSX) to approve the listing of the Rights, the Common Shares issuable upon the exercise of the Rights, and the Standby Shares (collectively, the Offered Securities). Similar applications have been made to the New York Stock Exchange (the NYSE) and the NASDAQ Stock Market (NASDAQ) to admit the Rights for trading and to list the Common Shares issuable upon the exercise of the Rights and the Standby Shares. Admittance for trading or listing of the Offered Securities on the NYSE, NASDAQ and TSX is subject to the Company obtaining conditional listing approval or similar approval for the Offered Securities from and fulfilling all of the respective listing requirements of the NYSE, NASDAQ and TSX. Provided the Company obtains each such approval and fulfills all such requirements, it is expected that the Rights will be admitted for trading on each of the NYSE and NASDAQ on December 3, 2013 and will be listed for trading on the TSX on December 4, 2013. The applications further contemplate the Rights being admitted for trading on the NYSE and NASDAQ under the symbols TRQ.RT.WI and TRQ.V, respectively, until such time as regular way trading of the Rights on the NYSE and NASDAQ begins, at which time the Rights will trade on the NYSE and NASDAQ under the symbols TRQ.RT and TRQ.R, respectively, and will be listed for trading on the TSX under the symbol TRQ.RT. See Plan of Distribution. If admitted for trading or approved for listing, as applicable, it is expected that the Rights will cease trading on the NYSE and NASDAQ at the close of trading (Eastern time) on the

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business day immediately preceding the Expiry Date, and on the TSX at noon (Eastern time) on the Expiry Date.

This Prospectus qualifies the distribution of the Offered Securities. This Prospectus also covers the offer and sale of the Offered Securities within the United States under the U.S. *Securities Act of 1933*, as amended (the U.S. Securities Act). This Prospectus does not qualify the distribution of the anti-dilution warrants which will be issued to Rio Tinto on the Closing Date, nor does it qualify the distribution of any Common Shares issuable upon the exercise of such warrants.

The outstanding Common Shares are listed on the NYSE, NASDAQ and TSX under the symbol TRQ. The closing price for the Common Shares on the NYSE and NASDAQ on November 22, 2013 was US\$4.24 per Common Share (C\$4.47, based on the Noon Exchange Rate on November 22, 2013) and the closing price for the Common Shares on the TSX on November 22, 2013 was C\$4.47 per Common Share (US\$4.24, based on the Noon Exchange Rate on November 22, 2013).

The Company's head office is located at 354 200 Granville Street, Vancouver, British Columbia, Canada, V6C 1S4 and the Company's registered office is located at 300 204 Black Street, Whitehorse, Yukon, Canada, Y1A 2M9.

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There is currently no market through which the Rights may be sold and purchasers may not be able to resell the Rights offered under this Prospectus. This may affect the pricing of the Rights in the secondary market, the transparency and availability of trading prices, the liquidity of the Rights and the extent of issuer regulation. See Risk Factors Risks Related to the Rights Offering No prior trading market exists for the Rights .

CST Trust Company (the Subscription Agent), at its principal office in the City of Toronto (the Subscription Office), is the subscription agent and depository for the Rights Offering. See Details of the Rights Offering Subscription Agent and Depository .

In order to exercise the Rights represented by the Rights Certificate pursuant to the Basic Subscription Privilege, an Eligible Holder must complete Form 1 on the Rights Certificate. In order to also exercise the Additional Subscription Privilege, an Eligible Holder must complete Form 2 on the Rights Certificate. The Eligible Holder must then deliver the Rights Certificate, together with the applicable Subscription Payment, to the Subscription Agent, or follow the guaranteed delivery procedures, in the manner and upon the terms set out in this Prospectus. See Details of the Rights Offering Common Shares Held in Registered Form How to Complete the Rights Certificate and Details of the Rights Offering Guaranteed Delivery Procedures .

For Non-Prospectus Holders, the Company will mail or cause to be mailed to them a copy of this Prospectus, together with a letter advising them that their Rights Certificates will be held by the Subscription Agent as agent for the benefit of all such Non-Prospectus Holders. Non-Prospectus Holders that wish to be recognized as Qualified Holders must contact the Subscription Agent at the earliest possible time, but in any event prior to 4:30 p.m. (Eastern time) on December 27, 2013, in order to satisfy the Company that such holders are Qualified Holders. From and after 9:00 a.m. (Eastern time) on December 30, 2013, the Subscription Agent will attempt to sell the Rights of registered Non-Prospectus Holders that have not demonstrated that they are Qualified Holders, on such date or dates and at such price or prices and in such markets as the Subscription Agent determines in its sole discretion. See Details of the Rights Offering Non-Prospectus Holders .

As a condition to a purchase of any Common Shares under the Rights Offering, each Subscriber other than a Qualified Holder will be deemed to have represented and warranted that it is resident in a Prospectus Jurisdiction, and this representation and warranty will be relied upon by us and the Subscription Agent.

Eligible Holders that wish to exercise Rights issued in respect of Common Shares held through a securities broker or dealer, bank, trust company, custodian or other intermediary (each, a Participant) that participates directly or indirectly in the book-based system administered by CDS Clearing and Depository Services Inc. (CDS) or in the book-based system administered by the Depository Trust Company (DTC) should contact such Participant to determine how such Rights may be exercised. For Common Shares of an Eligible Holder held through a Participant, the Eligible Holder may exercise the Rights issued in respect of such Common Shares by: (a) instructing the Participant holding such Rights to exercise all or a specified number of such Rights pursuant to the Basic Subscription Privilege, and if desired by such holder, pursuant to the Additional Subscription Privilege, and (b) forwarding to such Participant the Subscription Price for each Common Share that such holder wishes to subscribe for in accordance with the terms of the Rights Offering.

The entire Subscription Price for any Rights exercised must be paid at the time of subscription and must be received by the Subscription Agent at the Subscription Office prior to the Expiry Time. **Accordingly, Subscribers must provide the Participant holding their Rights with instructions and the required payment sufficiently in advance of the Expiry Date to permit proper exercise of their Rights.** Participants will have an earlier deadline for receipt of instructions and payment than the Expiry Time. See Details of the Rights Offering Common Shares Held in Book-Entry Form .

If Rights are held of record through DTC, the holder of such Rights may exercise its Basic Subscription Privilege and its Additional Subscription Privilege through DTC's PSOP function by instructing DTC to charge such holder's applicable DTC account for the Subscription Payment for the Common Shares and deliver such amount to the Subscription Agent. If Rights are held through a Participant in DTC, the holder of such Rights may not be able to exercise its Basic Subscription Privilege or Additional Subscription Privilege in Canadian dollars and such holder should contact such Participant if it wishes to submit any Subscription Payment in Canadian dollars. The Subscription Agent must receive the required subscription documents and the Subscription Payment for the Common Shares sufficiently in advance of the Expiry Time to permit proper exercise of their Rights. See Details of the Rights Offering Common Shares Held in Book-Entry Form DTC .

We reserve the right to treat as invalid any exercise or purported exercise of any Rights that appears to us to have been exercised, effected or dispatched in a manner which may involve a breach of the laws or regulations of any jurisdiction or if we believe, or if our agents believe, that the same may violate or be inconsistent with the procedures and terms set out in this Prospectus or in breach of the representation and warranty that a holder exercising its Rights is resident in a Prospectus Jurisdiction, as described herein.

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Holders of Rights that reside outside of Canada and the United States and any persons (including any Participants) that have a contractual or legal obligation to forward this document to a jurisdiction outside a Prospectus Jurisdiction should read the section titled "Details of the Rights Offering - Non-Prospectus Holders".

Certain legal matters relating to Canadian law in connection with the Rights Offering will be passed upon on our behalf by Norton Rose Fulbright Canada LLP, and certain legal matters relating to United States law will be passed upon on our behalf by Paul, Weiss, Rifkind, Wharton & Garrison LLP. Certain legal matters relating to Canadian law in connection with the Standby Commitment will be passed upon on behalf of Rio Tinto by McCarthy Tétrault LLP.

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