

Corriente Resources Inc.
Form SC 13D/A
June 01, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Corriente Resources Inc.
(Name of Issuer)

Common Shares, without par value
(Title of Class of Securities)

22027E409
(CUSIP Number)

**Guobin HU
Tongling Nonferrous Metals Group Holdings Co., Ltd.
Changjiang West Road
Tongling 244001, Anhui Province
People's Republic of China
Telephone: +86 562 5860046**

and

**Dongna HE
China Railway Construction Corporation Limited
No. 40, Fuxing Road
Beijing 100855
People's Republic of China
Telephone: +86 10 52688103**

and

**Guobin HU
CRCC-Tongguan Investment Co., Ltd.
c/o Tongling Nonferrous Metals Group Holdings Co., Ltd.
Changjiang West Road
Tongling 244001, Anhui Province
People's Republic of China
Telephone: +86 562 5860046**

and

**Guobin HU
CRCC-Tongguan Investment (Canada) Co., Ltd.
700 West Georgia Street, 25th Floor
Vancouver, BC Canada
V7Y 1B3
Telephone: +1-604-684-9151**

Copies to:

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New York, New York 10022
(212) 588-5500

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

May 30, 2010

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §§240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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. 22027E409

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only).

Tongling Nonferrous Metals Group Holdings Co., Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO;WC; BK (see Item 3)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

People's Republic of China

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

8
SHARES BENEFICIALLY OWNED BY

76,478,495

SOLE DISPOSITIVE POWER

9
EACH

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

76,478,495

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

96.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculation of the foregoing percentage is based on 75,349,893 Common Shares issued and outstanding as at May 5, 2010, as disclosed by Corriente Resources Inc. in its Management's Discussion and Analysis for the three-month period ended March 31, 2010, which was furnished to the Securities and Exchange Commission on Form 6-K on May 7, 2010, and an additional 3,572,500 Common Shares issued subsequently thereto upon the exercise of outstanding Options.

CUSIP No. 22027E409

1 NAMES OF REPORTING PERSONS

I.R.S. Identification Nos. of above persons (entities only).

China Railway Construction Corporation Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC; BK (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

76,478,495

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

76,478,495

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

96.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculation of the foregoing percentage is based on 75,349,893 Common Shares issued and outstanding as at May 5, 2010, as disclosed by Corriente Resources Inc. in its Management's Discussion and Analysis for the three-month period ended March 31, 2010, which was furnished to the Securities and Exchange Commission on Form 6-K on May 7, 2010, and an additional 3,572,500 Common Shares issued subsequently thereto upon the exercise of outstanding Options.

CUSIP No. 22027E409

1 NAMES OF REPORTING PERSONS

I.R.S. Identification Nos. of above persons (entities only).

CRCC-Tongguan Investment Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC; BK (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

76,478,495

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

76,478,495

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

96.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculation of the foregoing percentage is based on 75,349,893 Common Shares issued and outstanding as at May 5, 2010, as disclosed by Corriente Resources Inc. in its Management's Discussion and Analysis for the three-month period ended March 31, 2010, which was furnished to the Securities and Exchange Commission on Form 6-K on May 7, 2010, and an additional 3,572,500 Common Shares issued subsequently thereto upon the exercise of outstanding Options.

CUSIP No. 22027E409

1 NAMES OF REPORTING PERSONS

I.R.S. Identification Nos. of above persons (entities only).

CRCC-Tongguan Investment (Canada) Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO; WC; BK (see Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Columbia

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

76,478,495

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

76,478,495

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

96.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculation of the foregoing percentage is based on 75,349,893 Common Shares issued and outstanding as at May 5, 2010, as disclosed by Corriente Resources Inc. in its Management's Discussion and Analysis for the three-month period ended March 31, 2010, which was furnished to the Securities and Exchange Commission on Form 6-K on May 7, 2010, and an additional 3,572,500 Common Shares issued subsequently thereto upon the exercise of outstanding Options.

This Amendment No. 2 amends and supplements the Schedule 13D filed on January 7, 2010 by Tongling Nonferrous Metals Group Holdings Co., Ltd. (Tongling), China Railway Construction Corporation Limited (CRCC) and CRCC-Tongguan Investment Co., Ltd. (the Offeror), as amended by Amendment No. 1 thereto filed on February 2, 2010 by Tongling, CRCC, the Offeror and CRCC-Tongguan Investment (Canada) Co., Ltd. (BC Offeror) (collectively, the Reporting Persons) (the Statement), relating to the common shares, without par value, of Corriente Resources Inc. (the Issuer), a corporation incorporated under the laws of the Province of British Columbia, Canada. Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Statement, and unless amended or supplemented hereby, all information previously filed remains in effect.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended by adding the following immediately following the last paragraph thereof.

On May 28, 2010 at 8:00 p.m. (Toronto time) the Offer expired, and on May 30, 2010 BC Offeror took up and accepted for payment all of the outstanding Common Shares validly deposited to the Offer and not withdrawn, totaling 76,478,495 Common Shares (representing approximately 96.9% of the issued and outstanding Common Shares on a fully-diluted basis, which percentage is based on 75,349,893 Common Shares issued and outstanding as at May 5, 2010, as disclosed by Corriente Resources Inc. in its Management's Discussion and Analysis for the three-month period ended March 31, 2010, which was furnished to the Securities and Exchange Commission on Form 6-K on May 7, 2010, and an additional 3,572,500 Common Shares issued subsequently thereto upon the exercise of outstanding Options). BC Offeror intends to acquire the remainder of the Common Shares from the Issuer's shareholders who did not accept the Offer pursuant to a compulsory acquisition under the laws of British Columbia.

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Item 5. Interest in Securities of the Issuer

Items 5(a), (b) and (c) of the Statement are hereby amended and restated to read in their entirety as follows:

- (a) and (b) As of May 28, 2010, the Reporting Persons have shared power to vote, direct the vote, dispose of or direct the disposition of (and therefore beneficially own), 76,478,495 Common Shares, representing approximately 96.9% of the issued and outstanding Common Shares. The calculation of the foregoing percentage is based on 75,349,893 Common Shares issued and outstanding as at May 5, 2010, as disclosed by Corriente Resources Inc. in its Management's Discussion and Analysis for the three-month period ended March 31, 2010, which was furnished to the Securities and Exchange Commission on Form 6-K on May 7, 2010, and an additional 3,572,500 Common Shares issued subsequently thereto upon the exercise of outstanding Options.

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- (c) Except for the purchase of Common Shares described in Item 4, none of the Reporting Persons nor, to the Reporting Persons knowledge, any of the Schedule I Persons has effected any transaction in the Common Shares since the date of the most recent amendment to the Statement.

Item 7. Material to be Filed as Exhibits

Exhibit

| No. | Exhibits Name |
|-------|---|
| 99.8. | Press Release, dated May 31, 2010. ⁽¹⁾ |

- (1) Incorporated by reference to Amendment No. 3 to the Schedule 14D-1F filed by Tongling Nonferrous Metals Group Holdings Co., Ltd., China Railway Construction Corporation Limited, CRCC-Tongguan Investment Co., Ltd. and CRCC-Tongguan Investment (Canada) Co., Ltd. on June 1, 2010.

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.

Dated: June 1, 2010

**TONGLING NONFERROUS METALS
GROUP
HOLDINGS CO., LTD.**

By: /s/ Dongqing LI
Name: Dongqing LI
Title: Authorized Representative

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.

Dated: June 1, 2010

**CHINA RAILWAY CONSTRUCTION
CORPORATION LIMITED**

By: /s/ Zhiliang ZHOU

Name: Zhiliang ZHOU

Title: Authorized Representative

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.

Dated: June 1, 2010

**CRCC-TONGGUAN INVESTMENT CO.,
LTD.**

By: /s/ Shouhua JIN
Name: Shouhua JIN
Title: Authorized Representative

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.

Dated: June 1, 2010

**CRCC-TONGGUAN INVESTMENT
(CANADA) CO., LTD.**

By: /s/ Shouhua JIN
Name: Shouhua JIN
Title: Authorized Representative

EXHIBIT INDEX

Exhibit

| No. | Exhibits Name |
|-------|---|
| 99.1. | Joint Filing Agreement, dated January 7, 2010, by and among Tongling Nonferrous Metals Group Holdings Co., Ltd., China Railway Construction Corporation Limited and CRCC-Tongguan Investment Co., Ltd. to the filing of a joint statement on Schedule 13D.** |
| 99.2. | Support Agreement, dated December 28, 2009, by and among Tongling Non-Ferrous Metals Group Holdings Co., Ltd., China Railway Construction Corporation Limited, CRCC-Tongguan Investment Co., Ltd. and Corriente Resources Inc.** |
| 99.3. | Form of Lock-Up Agreement.** |
| 99.4. | Amended and Restated Joint Filing Agreement, dated February 2, 2010, by and among Tongling Nonferrous Metals Group Holdings Co., Ltd., China Railway Construction Corporation Limited, CRCC-Tongguan Investment Co., Ltd. and CRCC-Tongguan Investment (Canada) Co., Ltd. to the filing of a joint statement on Schedule 13D, as amended.** |
| 99.5. | Offer to Purchase and Circular dated February 1, 2010. ⁽¹⁾ |
| 99.6. | Assignment and Assumption Agreement, effective as of January 25, 2010, between CRCC-Tongguan Investment Co., Ltd. and CRCC-Tongguan Investment (Canada) Co., Ltd. ⁽¹⁾ |
| 99.7. | Commitment Letter, dated January 28, 2010, from the Bank of China Anhui Branch to CRCC-Tongguan Investment Co., Ltd.** |
| 99.8. | Press Release, dated May 31, 2010. ⁽²⁾ |

* Filed herewith

** Previously filed

(1) Incorporated by reference to the Schedule 14D-1F filed by Tongling Nonferrous Metals Group Holdings Co., Ltd., China Railway Construction Corporation Limited, CRCC-Tongguan Investment Co., Ltd. and CRCC-Tongguan Investment (Canada) Co., Ltd. on February 2, 2010.

(2) Incorporated by reference to

Amendment
No. 3 to the
Schedule 14D-1F
filed by Tongling
Nonferrous
Metals Group
Holdings Co.,
Ltd., China
Railway
Construction
Corporation
Limited,
CRCC-Tongguan
Investment Co.,
Ltd. and
CRCC-Tongguan
Investment
(Canada) Co.,
Ltd. on June 1,
2010.