

FORM D

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

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
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hours per response . . . 16.00

SEC USE ONLY
Prefix Serial
DATE RECEIVED

926 Mail
With Processing
Section

APR 30 2008

Name of Offering () check if this is an amendment and name has changed, and indicate change.
Entitlement Offering of approximately 138 million ordinary shares
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: X New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer (X check if this is an amendment and name has changed, and indicate change.)

Washington, DC
109

Iluka Resources Limited
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia +61 8 9360 4700
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

PROCESSED

MAY 06 2008

Brief Description of Business
Mineral sands mining company
Type of Business Organization
X corporation limited partnership, already formed
business trust limited partnership, to be formed other (please specify):

THOMSON REUTERS

Actual or Estimated Date of Incorporation or Organization: Month Year X Actual Estimated
07 54
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) F N



1. GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

BENEFICIAL OWNERS

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

M&G Investment Management Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

Laurence Pountney Hill, London EC4R 0HH, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Osparie Management, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

320 Park Avenue, 27th Floor, New York, NY 10022 USA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Franklin Resources, Inc. and its affiliates

Business or Residence Address (Number and Street, City, State, Zip Code)

One Franklin Parkway, San Mateo, CA 94403 USA

DIRECTORS

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Mackenzie, Mr Ian

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Every, Dr Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Robb, Mr David

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Campbell, Mr Grahame

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Davies, Ms Valeric

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Morley, Mr Donald

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pizzy, Mr George

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rezos, Mr Gavin

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

EXECUTIVE OFFICERS

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Robb, Mr David

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Green, Mr Simon

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wilson, Mr Cameron

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Adams, Mr Mark

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Beilby, Mr Peter

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Benjamin, Mr Peter

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Blackwell, Mr Matthew

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hugo, Mr Victor

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Nielsen, Mr Philip

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Porter, Mr Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Sale, Mr Allan

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Umlauff, Mr Hans

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wickham, Mr Steve

Business or Residence Address (Number and Street, City, State, Zip Code)

Level 23, 140 St Georges Terrace, Perth, Western Australia 6000, Australia

B. INFORMATION ABOUT OFFERING

- | | | |
|--|---|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?</p> <p align="center">Answer also in Appendix, Column 2, if filing under ULOE.</p> | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual?</p> | None
Yes No
<input type="checkbox"/> <input checked="" type="checkbox"/> | |
| <p>3. Does the offering permit joint ownership of a single unit?</p> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <p>4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation or purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.</p> | | |

Full Name (Last name first, if individual)

ABN AMRO Equity Capital Markets Australia Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

88 Phillip Street Sydney, New South Wales 2000, Australia

Name of Associated Broker or Dealer

ABN Amro Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Citigroup Global Markets Australia Pty Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

2 Park Street Sydney, New South Wales 2000, Australia

Name of Associated Broker or Dealer

Citigroup Global Markets Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering,

Check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security

	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	A\$ <u>353,081,131.95</u>	A\$ <u>353,081,131.95</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
 Total.....	 A\$ <u>353,081,131.95</u>	 A\$ <u>353,081,131.95</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>6</u>	A\$ <u>54,791,833.90</u>
Non-accredited investors	---	\$ _____
Total (for filings under Rule 504 only)	N/A	N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	---	\$ _____
Regulation A.....	---	\$ _____
Rule 504.....	---	\$ _____
Total.....	---	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	A\$ <u>130,000</u>
Legal Fees.....	<input checked="" type="checkbox"/>	A\$ <u>1,435,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	A\$ <u>250,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	A\$ <u>7,942,500</u>

Other Expenses (identify) Corporate Advisor, Share Registry, Register Searches, Industry
 Expert.....

A\$ 1,181,000
 A\$ 10,938,500

b. Enter the difference between the aggregate offering price given in response to Part C -
 Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference
 is the "adjusted gross proceeds to the issuer."

A\$ 342,142,632

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be
 used for each of the purposes shown. If the amount for any purpose is not known, furnish an
 estimate and check the box to the left of the estimate. The total of the payments listed must
 equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b
 above.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	A\$342,142,632
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify):	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	A\$342,142,632
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> A\$342,142,632		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Iluka Resources Limited	Signature <i>C. Wilson</i>	Date 30-4-08
Name of Signer (Print or Type) Cameron Wilson	Title of Signer (Print or Type) General Counsel and Company Secretary	

Note: Except for item C(2), the figures above include the retail component of the offering, which is still in progress and consists of an offer to eligible retail shareholders and a bookbuild of shares offered to certain institutional buyers, in the amount of shares not taken up by retail shareholders and shares attributable to ineligible retail shareholders.

END