

ALCAN INC
Form SC TO-T/A
July 30, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO
(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 2)

Alcan Inc.

(Name of Subject Company (Issuer))

Rio Tinto Canada Holding Inc.

an indirect wholly-owned subsidiary of Rio Tinto plc
and

Rio Tinto plc

(Names of Filing Persons (Offeror))

Common Shares

(Title of Class of Securities)

(013716105)

(CUSIP Number of Class of Securities)

**Anette V Lawless
Rio Tinto plc
6 St James's Square
London SW1Y 4LD
United Kingdom
Tel: 011 44 20 7930 2399**

with a copy to
**Thomas B. Shropshire, Jr.
Linklaters LLP
One Silk Street
London EC2Y 8HQ
United Kingdom
Tel: 011 44 20 7456 2000**

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

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CALCULATION OF FILING FEE:

| Transaction Valuation(1) | Amount of Filing Fee(1)(2) |
|--------------------------|----------------------------|
| \$19,065,207,127 | \$585,302 |

(1) For purposes of calculating the filing fee pursuant to Rule 0-11(d) only, the transaction value of the Alcan Common Shares to be received by Rio Tinto, assuming acceptance of the Offer by holders in the United States, is calculated as follows: 188,764,427 Alcan Common Shares in the United States, representing 50% of the entire issued share capital, multiplied by \$101, the cash consideration being offered per Alcan Common Share, which yields \$19,065,207,127, multiplied by 0.0000307, which yields \$585,302. Each of the capitalized terms used is defined below.

(2) Sent via wire transfer to the SEC on July 24, 2007.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid
Form or Registration No.:

Filing Party:
Date Filed:

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Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issue tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 (this "Amendment No. 2") further amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on July 24, 2007 (as amended, the "Schedule TO"), by Rio Tinto plc, a public limited company organized under the laws of England and Wales ("Rio Tinto"), and by Rio Tinto Canada Holding Inc. (referred to herein as the "Offeror"), a corporation incorporated under the laws of Canada, and an indirect wholly-owned subsidiary of Rio Tinto, relating to the offer (the "Offer") by the Offeror to purchase, upon the terms and subject to the conditions set forth in the take-over bid circular, dated July 24, 2007, as amended (the "Circular"), and the related Letter of Transmittal, Notice of Guaranteed Delivery and other documents disseminated therewith, each issued and outstanding common share of Alcan Inc., a corporation incorporated under the laws of Canada ("Alcan"), together with the associated rights (the "Alcan Rights" and, together with the common shares of Alcan, the "Alcan Common Shares") issued and outstanding under Alcan's Shareholder Rights Agreement, made as of December 14, 1989, amended on February 8, 1990 and March 5, 1990, approved by shareholders on April 26, 1990, amended and restated on March 2, 1995 and April 24, 1995, reconfirmed by shareholders on April 27, 1995, amended and restated on April 22, 1999, reconfirmed by shareholders on April 22, 2002 and amended on April 28, 2005, between Alcan and CIBC Mellon Trust Company, as rights agent for U.S.\$101 (equivalent to Cdn\$ 105.44 based on the July 20, 2007 Bank of Canada Noon Rate) per Alcan Common Share in cash (less any applicable withholding taxes and without interest).

On July 19, 2007, Tom Albanese, CEO of Rio Tinto, gave an interview relating to the Offer to CNBC US. The transcript of this interview has been filed as Exhibit (a)(5)(F) hereto and is incorporated herein by this reference.

ITEM 12. EXHIBITS

- (a)(1)(A)° Circular, dated July 24, 2007.
 - (a)(1)(B)° Form of Letter of Transmittal.
 - (a)(1)(C)° Form of Notice of Guaranteed Delivery.
 - (a)(1)(D)° Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
 - (a)(1)(E)° Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
 - (a)(5)(A)° Summary Advertisement in *The Wall Street Journal*, dated July 24, 2007.
 - (a)(5)(B)° Press release announcing commencement of the Offer, dated July 24, 2007.
 - (a)(5)(C)° Transcript of interview with Bloomberg UK, dated July 12, 2007.
 - (a)(5)(D)° Transcript of interview with CNBC Europe, dated July 12, 2007.
 - (a)(5)(E)° Transcript of interview with CNN International, dated July 12, 2007.
 - (a)(5)(F)° Transcript of interview with CNBC US, dated July 19, 2007.
 - (b)(1)° Facility Agreement, dated July 12, 2007, among Rio Tinto, Credit Suisse, Deutsche Bank AG, London Branch, The Royal Bank of Scotland plc, and Societe Generale.
 - (d)(1)° Support Agreement, dated July 12, 2007, among Alcan, the Offeror and Rio Tinto.
 - (d)(2)° English language translation of undertakings and confirmations made by Rio Tinto and Offeror to the Government of Quebec and Alcan, dated July 11, 2007.
 - (d)(3)° Confidentiality Agreement, dated April 11, 2007 between Alcan and Rio Tinto.
 - (d)(4)° Amendment to Confidentiality Agreement, dated June 25, 2007.
 - (d)(5)° Standstill Agreement, dated June 13, 2007, between Alcan and Rio Tinto.
 - (d)(6)° Amendment to Support Agreement, dated July 20, 2007, among Alcan, the Offeror and Rio Tinto.
 - (g)° None.
 - (h)° None.
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Previously filed with the SEC.

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[EXHIBIT INDEX](#)