

IVANHOE MINES LTD  
Form 40-F/A  
April 29, 2011

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

**FORM 40-F/A  
(Amendment No. 1)**

**Registration Statement pursuant to Section 12 of the Securities Exchange Act of 1934**  
or

**Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.**

For the fiscal year ended December 31, 2010

Commission File Number: **001-32403**

**IVANHOE MINES LTD.**

*(Exact name of Registrant as specified in its charter)*

<b>Yukon, Canada</b> <i>(Province or other jurisdiction of incorporation or organization)</i>	<b>1000</b> <i>(Primary Standard Industrial Classification Code Number)</i>	<b>Not Applicable</b> <i>(I.R.S. Employer Identification Number)</i>
<b>Suite 654, 999 Canada Place, Vancouver, British Columbia, Canada V6C 3E1, (604) 688-5755</b> <i>(Address and telephone number of registrant's principal executive offices)</i>		

**CT Corporation System**

**111 Eighth Avenue  
New York, New York  
10011**

**(212) 894-8700**

*(Name, address and telephone number of agent for service in the United States)*

Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Common Shares without par value**

*(Title of Class)*

**New York Stock Exchange**

**Nasdaq**

*(Exchanges)*

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form       Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**568,560,669 Common Shares outstanding as of December 31, 2010**

Indicate by check mark whether the Registrant by filing the information contained within this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file

such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

The Annual Report on Form 40-F shall be incorporated by reference into, or as an exhibit to, as applicable, the Registrant's Registration Statements on Form S-8 (File Nos. 333-160783, 333-143550, 333-135595, 333-128205 and 333-113048) under the Securities Act of 1933, as amended.

---

**EXPLANATORY NOTE**

The Registrant is filing this Form 40-F/A to the Registrant's Annual Report on Form 40-F, dated March 31, 2011 (the Form 40-F), for the sole purpose of submitting Exhibit 101 to the Form 40-F as required by General Instruction B.(15)(a)(i) of Form 40-F and Rule 405 of Regulation S-T. Exhibit 101 was omitted from the Registrant's Form 40-F in accordance with the 30-day grace period provided under Rule 405(a)(2)(ii) or Regulation S-T.

No other changes have been made to the Form 40-F. This Form 40-F/A speaks as of the original time of filing the Form 40-F, does not reflect events that may have occurred subsequent to such filing, and does not modify or update in any way disclosures made in the Form 40-F.

---

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: April 29, 2011

**IVANHOE MINES LTD.**

By: /s/ Beverly A. Bartlett

Name: Beverly A. Bartlett

Title: Vice President and Corporate  
Secretary

---

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document</b>
99.1*	Annual Information Form for the year ended December 31, 2010.
99.2*	Audited Consolidated Financial Statements of Ivanhoe Mines Ltd., including the notes thereto, as of and for the years ended December 31, 2010 and 2009, together with the reports thereon of the Independent Registered Chartered Accountants.
99.3*	Management's Discussion and Analysis of Financial Condition and Results of Operations.
99.4*	Consent of Deloitte & Touche LLP, Independent Registered Chartered Accountants.
99.5*	Consent of Bernard Peters.
99.6*	Consent of John Vann.
99.7*	Consent of Dean David.
99.8*	Consent of Scott Jackson.
99.9*	Consent of Albert Chance.
99.10*	Consent of George Stephan.
99.11*	Consent of Jarek Jakubec.
99.12*	Consent of Bruce Brown.
99.13*	Consent of Stephen Torr.
99.14*	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
99.15*	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
99.16*	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
99.17*	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
101	Interactive Data File.

\* Previously filed with the Commission.