

SOUTHERN PERU COPPER CORP/
Form SC 13D
December 23, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 10)***

Southern Peru Copper Corporation

(Name of Issuer)

Common Stock, Par Value \$0.01

(Title of Class of Securities)

843611104

(CUSIP Number)

Armando Ortega Gómez

General Counsel

Grupo México, S.A. de C.V.

Baja California 200

Colonia Roma Sur

06760 México City, México

Tel. 011-525-574-2067

and

Armando Ortega Gómez

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General Counsel

Grupo Minero México Internacional, S.A. de C.V.

Baja California 200

Colonia Roma Sur

06760 México City, México

Tel. 011-525-574-2067

and

J. Eduardo González Félix

President and CEO

Americas Mining Corporation

2575 East Camelback Road, Suite 500

Phoenix, Arizona 85016

Tel. (602) 977-6500

and

Ernesto Durán Trinidad

Comptroller

SPHC II Incorporated

2575 East Camelback Road, Suite 500

Phoenix, Arizona 85016

Tel. (602) 977-6500

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

copy to:

Michael L. Fitzgerald, Esq.

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Milbank, Tweed, Hadley & McCloy LLP

One Chase Manhattan Plaza

New York, NY 10005

(212) 530-5224

December 22, 2004

(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. o

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).

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CUSIP No. 843611104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Grupo México, S.A. de C.V.
13-1808503
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)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
México
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
43,348,949 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
43,348,949 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
43,348,949
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
54.17% of total Common Shares, (1) 65.77% of Class A Common Stock
14. Type of Reporting Person (See Instructions)
CO

(1) Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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CUSIP No. 843611104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Grupo Minero México Internacional, S.A. de C.V.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	y
(b)	o
 3. SEC Use Only
 4. Source of Funds (See Instructions)
00
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
México
- | | | | |
|---|-----|--------------------------|------------|
| | 7. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 43,348,949 |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 43,348,949 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
43,348,949
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
54.17% of total Common Shares, (1) 65.77% of Class A Common Stock
 14. Type of Reporting Person (See Instructions)
CO

(1) Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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CUSIP No. 843611104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Americas Mining Corporation
86-1010884
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)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|------------|
| | 7. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 43,348,949 |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 43,348,949 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
43,348,949
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
54.17% of total Common Shares, (1) 65.77% of Class A Common Stock
14. Type of Reporting Person (See Instructions)
CO

(1) Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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CUSIP No. 843611104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
SPHC II Incorporated
13-3700414
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)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
0 |
| | 8. | Shared Voting Power
43,348,949 |
| | 9. | Sole Dispositive Power
0 |
| | 10. | Shared Dispositive Power
43,348,949 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
43,348,949
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
54.17% of total Common Shares, (1) 65.77% of Class A Common Stock
14. Type of Reporting Person (See Instructions)
CO

(1) Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

Grupo México, S.A. de C.V. (Grupo México), Grupo Minero México Internacional, S.A. de C.V. (GMMI), Americas Mining Corporation (AMC), and SPHC II Incorporated (SPHC II), (collectively, Grupo México, GMMI, AMC, and SPHC II, the Reporting Persons) hereby amend the report on Schedule 13D regarding shares of Southern Peru Copper Corporation (the Company), originally filed on January 12, 1996, as further amended on March 6, 1996, on November 19, 1999, on October 13, 2000, on May 17, 2001, on July 16, 2001, on February 11, 2003, on March 31, 2003, October 25, 2004 and on November 1, 2004 (collectively with this Amendment No. 10, the Schedule 13D). Unless otherwise indicated, capitalized terms used but not defined herein shall have the same meanings assigned to them in Schedule 13D.

Item 1. Security and Issuer

This Schedule 13D relates to Common Stock of the Company (the Common Stock), \$0.01 par value per share and Class A Common Stock (the Class A Common Stock) of the Company, \$0.01 par value per share (collectively, the Company Common Stock).

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by adding the following:

On December 22, 2004, AMC and Phelps Dodge Corporation, a New York Corporation (PD) entered into a Letter Agreement (the Letter Agreement) whereby AMC agreed to use its reasonable best efforts to cause the Company to enter into a registration rights agreement (the Registration Rights Agreement) with PD as soon as possible. The Registration Rights Agreement is anticipated to include the terms set forth in Annex A to the Letter Agreement, as well as terms that are customary for registration rights agreements. The Letter Agreement contemplates that the Registration Rights Agreement will require the Company, as promptly as practicable after the closing of the merger, announced on October 21, 2004 (the Transaction), to file a shelf registration covering the sale of all of PD s Company Common Stock, which sales may only be effected through underwritten offerings sponsored by the Company during the first six months following the effectiveness of the shelf registration (the Initial Six Month Period). Under the Letter Agreement, PD agreed not to sell its Company Common Stock, other than through a secondary offering effected pursuant to the Registration Rights Agreement, from the closing of the Transaction, until the earlier of (i) the end of the Initial Six Month Period and (ii) eight months after the closing of the Transaction. Also under the Letter Agreement, at the request of AMC, PD expressed its current intent to (i) submit its proxy to vote in favor of the Transaction and (ii) to take all action reasonably necessary to effect simultaneously with the closing of the Transaction the conversion of PD s Class A Common Stock into Common Stock. The foregoing is qualified in its entirety by reference to the Letter Agreement which is filed as Exhibit 1 hereto and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The response to Item 4 is incorporated herein by reference in its entirety.

Item 7. Material to Be Filed as Exhibits

Exhibit No.	Title
1	Letter Agreement dated December 22, 2004 between Americas Mining Corporation and Phelps Dodge Corporation.

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: December 23, 2004

GRUPO MÉXICO, S.A. DE C.V.

/s/ Armando Ortega Gómez
Name: Armando Ortega Gómez
Title: General Counsel

GRUPO MINERO MÉXICO
INTERNATIONAL, S.A. DE C.V.

/s/ Armando Ortega Gómez
Name: Armando Ortega Gómez
Title: General Counsel

AMERICAS MINING CORPORATION

/s/ J. Eduardo González Félix
Name: J. Eduardo González Félix
Title: President and CEO

SPHC II INCORPORATED

/s/ Ernesto Durán Trinidad
Name: Ernesto Durán Trinidad
Title: Comptroller