

POTASH CORP OF SASKATCHEWAN INC  
Form SC TO-T/A  
October 18, 2010

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE TO**

**(Amendment No. 12)**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**POTASH CORPORATION OF SASKATCHEWAN INC.**

**(Name of Subject Company)**

**BHP BILLITON LIMITED,**

**BHP BILLITON PLC**

**and**

**BHP BILLITON DEVELOPMENT 2 (CANADA) LIMITED**

**(Name of Filing Persons (Offerors))**

**Common Shares**

**(Title of Class of Securities)**

73755L107

(CUSIP Numbers of Class of Securities)

**Kirsten K. Gray**

**Vice President Group Legal**

**BHP Billiton Limited**

**180 Lonsdale Street**

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**Australia**

**+61 1300 55 47 57**

*Copies to:*

**Victor I. Lewkow**

**Jeffrey S. Lewis**

**Neil Q. Whoriskey**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, NY 10006**

**(212) 225-2000**

(Name, Address and Telephone Numbers of Persons

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

**Transaction Valuation\***  
\$38,557,502,880.00

**Calculation of Filing Fee**

**Amount of Filing Fee\*\***  
\$2,749,149.96

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- \* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) of the Securities Exchange Act of 1934, as amended. The Transaction Valuation was calculated on the basis of (i) the aggregate of 296,596,176 Common Shares, which is the number of outstanding Common Shares as at July 31, 2010, and (ii) a purchase price of U.S.\$130.00 per Common Share.
- \*\* The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is \$71.30 per \$1,000,000 in cash to be offered for the Common Shares.
  
- x Check the 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: \$2,749,149.96

Filing Party: BHP Billiton Development 2 (Canada)  
Limited and BHP Billiton Plc

Form or Registration No.: Schedule TO

Date Filed: August 20, 2010

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
- .. going-private transaction subject to Rule 13e-3.
- .. issuer tender offer subject to Rule 13e-4.
- .. 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: ..

This Amendment No. 12 (this **Amendment**) amends and supplements the Tender Offer Statement on Schedule TO filed on August 20, 2010, as previously amended (the **Schedule TO**), by BHP Billiton Development 2 (Canada) Limited, a corporation organized under the laws of Canada (**Offeror**) and a wholly-owned indirect subsidiary of BHP Billiton Plc, a public limited company incorporated in England and Wales (**BHP Billiton Plc**), BHP Billiton Plc and BHP Billiton Limited, a corporation organized under the laws of Victoria, Australia (together with BHP Billiton Plc, **BHP Billiton**). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Offer and the Circular (previously filed as Exhibit (a)(1)(i) to the Schedule TO), as amended and supplemented by the Notice of Amendment and Variation (previously filed as Exhibit (a)(1)(x) to the Schedule TO).

All information set forth in the Offer and the Circular, as amended and supplemented by the Notice of Amendment and Variation, is incorporated by reference in answer to Items 1-11 of the Schedule TO, except for those items as to which information is specifically provided in the Schedule TO or in this Amendment.

**Items 1 through 11.**

On October 13, 2010, BHP Billiton delivered to the Commissioner of Competition the additional information requested in the Supplementary Information Request (**SIR**) issued on September 20, 2010 and certified its compliance with the SIR in accordance with the Competition Act. Accordingly, the waiting period under Section 123 of the Competition Act will expire on November 12, 2010, or earlier if the Commissioner issues an advance ruling certificate or No-Action Letter before that time, provided that there is no order issued by the Competition Tribunal in effect prohibiting completion of the Offer.

**Item 12. Exhibits**

The following exhibit is added to Item 12 of the Schedule TO:

(a)(5)(xi) Presentation dated October 14, 2010

**SIGNATURE**

After due 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: October 18, 2010

BHP Billiton Limited

By: /s/ Andrew Mackenzie  
Name: Andrew Mackenzie  
Title: Group Executive and Chief Executive - Non Ferrous

BHP Billiton Plc

By: /s/ Andrew Mackenzie  
Name: Andrew Mackenzie  
Title: Group Executive and Chief Executive - Non Ferrous

BHP Billiton Development 2 (Canada) Limited

By: /s/ Gillian Dawn Winckler  
Name: Gillian Dawn Winckler  
Title: Director

**EXHIBIT INDEX**

- (a)(1)(i) Offer and the Circular (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (a)(1)(ii) Letter of Transmittal (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (a)(1)(iii) Notice of Guaranteed Delivery (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (a)(1)(iv) Letter from BHP Billiton's Chairman to the shareholders of PotashCorp, dated August 20, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (a)(1)(v) Form of summary advertisement, published on August 20, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (a)(1)(vi) Press release issued by Offeror and BHP Billiton on August 18, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's pre-commencement communication filing on Schedule TO on August 18, 2010)
- (a)(1)(vii) Press release issued by Offeror and BHP Billiton on August 20, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (a)(1)(viii) Press release issued by Offeror and BHP Billiton on September 1, 2010 announcing the filing of Amendment No. 4 to Offeror's and BHP Billiton's Schedule TO (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 4 to Schedule TO filed on September 1, 2010)
- (a)(1)(ix) Press release issued by Offeror and BHP Billiton on September 7, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 5 to Schedule TO filed on September 7, 2010)
- (a)(1)(x) Notice of Amendment and Variation, dated September 20, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 7 to Schedule TO filed on September 20, 2010)
- (a)(1)(xi) Press release issued by Offeror and BHP Billiton on September 20, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 7 to Schedule TO filed on September 20, 2010)
- (a)(1)(xii) Press release issued by Offeror and BHP Billiton on September 23, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 9 to Schedule TO filed on September 23, 2010)
- (a)(5)(i) Investor Presentation dated August 18, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's pre-commencement communication filing on Schedule TO on August 18, 2010)
- (a)(5)(ii) Transcript of the BHP Billiton Investor Briefing Teleconference held on August 18, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's pre-commencement communication filing on Schedule TO on August 19, 2010)
- (a)(5)(iii) Fact Sheet (previously filed as an exhibit to Offeror's and BHP Billiton's pre-commencement communication filing on Schedule TO on August 19, 2010)
- (a)(5)(iv) Excerpt from the Transcript of the BHP Billiton Preliminary Results for the Financial Year ended June 30, 2010 held on August 25, 2010 of Q&A relating to the Offer (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 1 to Schedule TO filed on August 25, 2010)

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- (a)(5)(v) Excerpt of Q&A relating to the Offer from the Transcript of the BHP Billiton Media Briefing Conference held on August 25, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 2 to Schedule TO filed on August 26, 2010)
- (a)(5)(vi) Press release issued by Banco Santander, Barclays Capital, BNP Paribas, J.P. Morgan plc and The Royal Bank of Scotland plc on September 17, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 6 to Schedule TO filed on September 17, 2010)
- (a)(5)(vii) Press release issued by Offeror and BHP Billiton on September 22, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 8 to Schedule TO filed on September 22, 2010)
- (a)(5)(viii) Complaint filed by PotashCorp on September 22, 2010 in an action captioned as Potash Corporation of Saskatchewan Inc. v. BHP Billiton Ltd., BHP Billiton Plc. and BHP Billiton Development 2 (Canada) Ltd., Civil Action No. 1:10-cv-06024, in the United States District Court for the Northern District of Illinois Eastern Division (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 8 to Schedule TO filed on September 22, 2010)
- (a)(5)(ix) Text of statement by Offeror and BHP Billiton to press on September 27, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 10 to Schedule TO filed on September 27, 2010)
- (a)(5)(x) Press release issued by Offeror and BHP Billiton on October 7, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 11 to Schedule TO filed on October 7, 2010)
- (a)(5)(xi) Presentation dated October 14, 2010
- (b)(i) Facility and Subscription Agreement, dated August 18, 2010, among BHP Billiton, Barclays Bank PLC acting as Facility Agent, Dollar Swingline Agent and Euro Swingline Agent, Banco Santander, S.A., Barclays Capital, BNP Paribas, J.P. Morgan plc, TD Securities and The Royal Bank of Scotland plc as Bookrunners, the Companies listed as Original Borrowers therein, the Financial Institutions included as Lenders therein and the Financial Institutions included as Mandated Lead Arrangers therein (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (b)(ii) Supplemental Letter Agreement to Facility and Subscription Agreement, dated August 18, 2010, among BHP Billiton, BHP Billiton Finance Plc, Banco Santander, S.A., London Branch, Barclays Bank PLC, BNP Paribas, JPMorgan Chase Bank, N.A., The Royal Bank of Scotland plc and The Toronto-Dominion Bank (previously filed as an exhibit to Offeror's and BHP Billiton's Schedule TO filed on August 20, 2010)
- (b)(iii) Facility Agreement Amendment, dated September 13, 2010, among BHP Billiton, BHP Billiton Finance Plc and Barclays Bank PLC acting as Facility Agent (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 6 to Schedule TO filed on September 17, 2010)
- (b)(iv) Syndication Agreement, dated September 17, 2010, among BHP Billiton, Barclays Bank PLC acting as Facility Agent, Banco Santander, S.A., Barclays Capital, BNP Paribas, J.P. Morgan plc, TD Securities and The Royal Bank of Scotland plc as Bookrunners, the Financial Institutions included as Existing Lenders therein, the Financial Institutions included as New Lenders therein and BHP Billiton Finance Plc as the Obligors' Agent (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 6 to Schedule TO filed on September 17, 2010)
- (d) Not applicable

- (g)(i) Soliciting Dealer Information Memorandum first used on August 27, 2010 (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 3 to Schedule TO filed on August 27, 2010)
- (h) Not applicable
- 99.1 Representative authority to sign amendment to Schedule TO on behalf of Offeror (previously filed as an exhibit to Offeror's and BHP Billiton's Amendment No. 1 to Schedule TO filed on August 25, 2010)