

BHP BILLITON LTD
Form 6-K
September 08, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 6-K
REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934
September 08, 2017

BHP BILLITON LIMITED

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organisation)

171 COLLINS STREET, MELBOURNE,

VICTORIA 3000 AUSTRALIA

(Address of principal executive offices)

BHP BILLITON PLC

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

NOVA SOUTH, 160 VICTORIA STREET,

LONDON,

UNITED KINGDOM

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or

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Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If ☐ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

NEWS RELEASE

Release Time IMMEDIATE

Date 8 September 2017

Release Number 29/17

BHP announces pricing of the US Tender Offers

BHP announced today the final pricing of the Tender Offers as part of its global multi-currency bond repurchase plan.

BHP Billiton Finance (USA) Limited (the **Company**), a wholly-owned subsidiary of BHP Billiton Limited, announced the pricing as set forth in the table below of its previously announced tender offers for its US\$529,978,000 3.250% Senior Notes due 2021 (the **2021 Notes**), its US\$859,938,000 2.875% Senior Notes due 2022 (the **2022 Notes**) and its US\$1,500,000,000 3.850% Senior Notes due 2023 (the **2023 Notes**, and together with the 2021 Notes and the 2022 Notes, the **Notes**) (the **Tender Offers**).

As announced on 31 August 2017, the Company will spend up to US\$1,000,000,000 aggregate purchase price (excluding accrued and unpaid interest) in the Tender Offers (the **Offer Cap**). Because the Offer Cap has been reached, the Company does not expect to accept for purchase any Notes tendered after the Early Tender Date.

Title of Security	CUSIP/ISIN Number	Acceptance Priority Level	Principal Amount to be Purchased	Fixed Spread	U.S. Treasury Reference Security	Reference Yield ^(a)	Total Consideration ^(a)
3.850% Senior Notes due 2023	055451AU2/US055451AU28	1	US\$765,587,000	55 bps	1.875% U.S.T. due 01/31/22	1.661%	US\$1,092.33
2.875% Senior Notes due 2022	055451AQ1/US055451AQ16	2	US\$157,945,000	35 bps	1.875% U.S.T. due 01/31/22	1.661%	US\$1,036.60
3.250% Senior Notes due 2021	055451AL2/US055451AL29	3	US\$0	15 bps	1.875% U.S.T. due 01/31/22	1.661%	US\$1,057.82

(a) Per US\$1,000 principal amount of Notes validly tendered and accepted for purchase. The Reference Yield and the Total Consideration for each series of the Notes were determined at 11:00 a.m., New York City time, on 8 September 2017, as described in the Offer to Purchase. The Total Consideration includes the Early Tender Payment of US\$30 per US\$1,000 principal amount.

As previously announced, according to information provided by Global Bondholder Services Corporation, the tender and information agent for the Tender Offers, US\$1,253,824,000 aggregate principal amount of the Notes were validly tendered prior to or at the Early Tender Date and not validly withdrawn, consisting of US\$72,183,000 aggregate principal amount of the 2021 Notes, US\$416,054,000 aggregate principal amount of the 2022 Notes and US\$765,587,000 aggregate principal amount of the 2023 Notes.

Because the purchase price (excluding accrued and unpaid interest) for the aggregate principal amount of Notes validly tendered prior to or at the Early Tender Date and not validly withdrawn would exceed the Offer Cap, the Company will not accept for purchase all such Notes that have been tendered. The Company has accepted for purchase all of the 2023 Notes validly tendered and not validly withdrawn as of the Early Tender Date and will accept 2022 Notes for purchase on a prorated basis as described in the Offer to Purchase (as defined below), using a proration factor of 38.0799%. The Company will not accept for purchase any 2021 Notes tendered in the Tender Offers.

The Tender Offers have been made pursuant to the terms and conditions set forth in the offer to purchase, dated 21 August 2017 (the **Offer to Purchase**). Terms not defined in this announcement have the meanings given to them in the Offer to Purchase.

Holders of the Notes who tendered at or prior to 5:00 p.m., New York City time, on 7 September 2017 and whose Notes were accepted for purchase are eligible to receive the Total Consideration.

The settlement date for the Notes validly tendered prior to or at the Early Tender Date and accepted for purchase is expected to be 12 September 2017 (the **Early Settlement Date**). Holders will also receive accrued and unpaid interest on the Notes validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the Early Settlement Date.

The Tender Offers will expire at 11:59 p.m., New York City time, on 22 September 2017 (such time and date, the **Expiration Date**). Holders tendering Notes in the Tender Offers after the Early Tender Date are required to validly tender their Notes prior to or at the Expiration Date to be eligible to receive the Late Tender Offer Consideration. Because the Offer Cap has been reached, the Company does not expect to accept for purchase any Notes tendered after the Early Tender Date.

Legal Notices

This announcement is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities. This announcement does not describe all the material terms of the Tender Offers and no decision should be made by any Holder on the basis of this announcement. The terms and conditions of the Tender Offers are described in the Offer to Purchase. This announcement must be read in conjunction with the Offer to Purchase. The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Holder is in any doubt as to the contents of this announcement, or the Offer to Purchase, or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Tender Offers.

None of the Company, the Guarantors, the Dealer Managers or their affiliates, their respective boards of directors, the Tender and Information Agent, the Notes trustee or any of their respective affiliates makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Notes, or refrain from doing so, pursuant to the Tender Offers. Each Holder should make its own decision as to whether to tender its Notes and if so, the principal amount of the Notes to tender.

The Company has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Tender Offers, and it is unlawful and may be a criminal offense to make any representation to the contrary.

The Offer to Purchase does not constitute an offer to purchase Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or blue sky laws. The distribution of the Offer to Purchase in certain jurisdictions is restricted by law. Persons into whose possession the Offer to Purchase comes are required by each of the Company, the Guarantors, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

United Kingdom. The communication of the Offer to Purchase and any other documents or materials relating to the Tender Offers is not being made by, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, the Offer to Purchase and such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of the Offer to Purchase and such documents and/or materials as a financial promotion is only being directed at and made to (i) persons who are outside the United Kingdom, (ii) investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the **Financial Promotion Order**)), (iii) high net worth entities and other parties falling within Article 49(2)(a) to (d) of the Financial Promotion Order, or (iv) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as **Relevant Persons**) and the transactions contemplated herein will be available only to, and engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act on or rely on the Offer to Purchase or any of its contents.

The Global Coordinators and Lead Dealer Managers for the Tender Offers are:

Deutsche Bank Securities
60 Wall Street, 2nd Floor
New York, New York 10005
USA
Attn: Liability Management Group
Collect: +1 (212) 250-2955
U.S. Toll-Free: +1 (866) 627-0391

UBS Investment Bank
5 Broadgate
London EC2M 2QS
United Kingdom
Attn: Liability Management Group
Collect: +1 (203) 719-4210
U.S. Toll-Free: +1 (888) 719-4210
In Europe: +44 20 7568 2133
Email: ol-liabilitymanagement-

eu@ubs.com

The Lead Dealer Managers for the Tender Offers are:

J.P. Morgan
383 Madison Avenue
New York, New York 10179
USA
Attn: Liability Management Group
Collect: +1 (212) 834-8553
U.S. Toll-Free: +1 (866) 834-4666
Email: JPM_LM@jpmorgan.com

MUFG
1221 Avenue of the Americas, 6th Floor
New York, New York 10020
USA
Attn: Liability Management
U.S.: +1 (212) 405-7481
U.S. Toll-Free: +1 (877) 744-4532
Int l: +44 20 7577 4048/4218
Email: DCM-LM@int.sc.mufg.jp

The Co-Dealer Managers for the Tender Offers are:

BBVA
1345 Avenue of the
Americas, 44th Floor
New York, New York 10105
USA

Mizuho Securities
320 Park Avenue
New York, New York 10022
USA

SMBC Nikko
277 Park Avenue
New York, New York 10172
USA

The Tender and Information Agent for the Tender Offers is:

Global Bondholder Services Corporation

65 Broadway Suite 404

New York, New York 10006

Attention: Corporate Actions

Bank and Brokers Call Collect: (212) 430-3774

All Others Please Call Toll-Free: (866) 470-3800

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Fax: (212) 430-3775 or (212) 430-3779

Further information on BHP can be found at: **bhp.com**

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BHP Billiton Plc Registration number 3196209

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London SW1E 5LB United Kingdom

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headquartered in Australia

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BHP Billiton Limited and BHP Billiton Plc

Date: September 08, 2017

By: /s/ Rachel Agnew
Name: Rachel Agnew
Title: Company Secretary