

ENTREE GOLD INC
Form SC 13D/A
November 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Entrée Gold Inc.

(Name of Issuer)

Common Shares, without par value
(Title of class of securities)

29383G100
(CUSIP Number)

Ben Mathews

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Rio Tinto plc

2 Eastbourne Terrace

London W2 6LG

United Kingdom

+44 (0) 20 7781 2000

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

with copy to:

Thomas B. Shropshire, Jr.

Linklaters LLP

One Silk Street

London EC2Y 8HQ

United Kingdom

+44 (0) 20 7456 3223

November 29, 2011

(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. "

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).

CUSIP No. 29383G100

1 NAME OF REPORTING PERSON.

Rio Tinto plc

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)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

16,396,341 (see Items 3 and 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

16,396,341 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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16,396,341 (see Items 3 and 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.9 per cent. (see Item 5)

14 TYPE OF REPORTING PERSON (see instructions)

HC, CO

CUSIP No. 29383G100

1 NAME OF REPORTING PERSON.

Rio Tinto Exploration Canada Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b) (See Item 4)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

NUMBER OF

0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

16,396,341 (see Items 3 and 5)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

10 SHARED DISPOSITIVE POWER

WITH

16,396,341 (see Items 3 and 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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16,396,341 (see Items 3 and 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.9 per cent. (see Item 5)

14 TYPE OF REPORTING PERSON (see instructions)

CO

Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Rio Tinto plc (Rio Tinto) and Rio Tinto Exploration Canada Inc., formerly Kennecott Canada Exploration Inc. (RTEC), on July 8, 2005, and amended on July 27, 2007 and November 26, 2007 (as amended and supplemented, the Schedule 13D) with the Securities and Exchange Commission (the SEC), relating to the common shares, without par value (the Common Shares), of Entrée Gold Inc., a corporation continued under the laws of British Columbia (the Company). The Company s principal offices are located at Suite 1201, 1166 Alberni Street, Vancouver, British Columbia, V6E 3Z3, Canada.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule 13D is being filed by Rio Tinto, a public limited company incorporated under the laws of England and Wales, and RTEC, a company incorporated under the laws of Canada (collectively referred to herein as the Reporting Persons , and each as a Reporting Person).

Rio Tinto, through its group companies, has mining operations around the world. RTEC is an indirect wholly owned subsidiary of Rio Tinto and its principal business is the discovery and acquisition of mineral resources in North and Central America.

The principal executive office of Rio Tinto is located at 2 Eastbourne Terrace, London, W2 6LG, United Kingdom. The principal executive office of RTEC is located at 118 Sherbrooke Street West, Montreal, Quebec, H3A 3G2, Canada.

The name, business address, present principal occupation or employment and citizenship of each of the executive officers and directors of Rio Tinto and RTEC are set forth in Schedule A hereto and are incorporated by reference herein.

During the last five years, neither Rio Tinto nor RTEC nor, to the best of their knowledge, any of the persons listed in Schedule A hereto has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Rio Tinto and RTEC have entered into a Joint Filing Agreement, dated July 8, 2005, a copy of which is attached as Exhibit D, pursuant to which they have agreed to file this Schedule 13D jointly in accordance with the provisions of Rule 13d-1(k)(1) under the U.S. Securities Exchange Act of 1934.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On November 29, 2011, RTEC elected to exercise in full its preemptive, anti-dilutive rights under Section 2.4 of the Equity Participation Agreement between the Company and RTEC dated June 17, 2005 (the EPA) with respect to the purchase of Common Shares of the Company. As a result, on November 30, 2011, RTEC purchased 1,482,216 Common Shares of the Company at a price of C\$1.25 per Common Share, for a total consideration of C\$1,852,770. These shares were purchased using working capital of Rio Tinto. Following completion of the transaction, the Reporting Persons own 16,396,341 Common Shares (representing approximately 12.9% of the Company s Common Shares). The underwriters of the transaction have also been granted an over-allotment option, which if exercised, would entitle RTEC to the preemptive right to purchase an additional 222,332 Common Shares of the Company at a price of C\$1.25 per Common Share.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented by replacing the second paragraph with the following:

On November 30, 2011, as a result of the exercise of preemptive, anti-dilutive rights under the EPA, the Reporting Persons acquired 1,482,216 additional Common Shares of the Company. Following completion of this transaction, the Reporting Persons currently own 16,396,341 Common Shares, representing approximately 12.9% of the Company s Common Shares. RTEC is also entitled to the preemptive right to purchase an additional 222,332 Common Shares of the Company, if the over-allotment option granted to the underwriters of the transaction is exercised. The calculation of the percentage of the Company s Common Shares beneficially owned by the Reporting Persons is based on 115,534,572 shares outstanding as of November 23, 2011, as notified by the Company.

Item 7. Materials to be Filed as Exhibits

| Exhibit No. | Description |
|-------------|---|
| A | Equity Participation Agreement between Entrée Gold Inc. and Rio Tinto Exploration Canada Inc., formerly Kennecott Canada Exploration Inc. * |
| B | Subscription Agreement between Entrée Gold Inc. and Rio Tinto Exploration Canada Inc., formerly Kennecott Canada Exploration Inc. * |
| C | Subscription Agreement between Entrée Gold Inc. and Rio Tinto Exploration Canada Inc., formerly Kennecott Canada Exploration Inc. * |
| D | Joint Filing Agreement between Rio Tinto plc and Rio Tinto Exploration Canada Inc., formerly Kennecott Canada Exploration Inc. |

* Filed as an exhibit to the original Schedule 13D on July 8, 2005.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 30, 2011

Rio Tinto plc

By: /s/ Matthew Whyte
Signature

Matthew Whyte / Assistant Secretary
Name/Title

Rio Tinto Exploration Canada Inc.

By: /s/ Julie Parent
Signature

Julie Parent / Corporate Secretary
Name/Title

SCHEDULE A

The response set forth in Schedule A of the Schedule 13D is hereby amended and restated in its entirety with the information below:

Rio Tinto plc

Directors and Executive Officers

| <i>Directors</i> | Name | Present Principal Occupation | Business Address | Citizenship |
|------------------|--------------------|---------------------------------------|--|---------------------------|
| | Jan du Plessis | Chairman of Rio Tinto | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |
| | Tom Albanese | Chief Executive of Rio Tinto | 2 Eastbourne Terrace London W2 6LG United Kingdom | United States of America |
| | Guy Elliott | Finance Director of Rio Tinto | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |
| | Sam Walsh | Chief Executive of the Iron Ore Group | 120 Collins Street Melbourne Victoria 3000 Australia | Australia |
| | Robert Brown | Company Director | 1188 Sherbrooke Street West Montreal, Quebec H3A 3G2, Canada | Canada |
| | Vivienne Cox | Company Director | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |
| | Mike Fitzpatrick | Company Director | 120 Collins Street Melbourne Victoria 3000 Australia | Australia |
| | Ann Godbehere | Company Director | 2 Eastbourne Terrace London W2 6LG United Kingdom | Canada and United Kingdom |
| | Richard Goodmanson | Company Director | 2 Eastbourne Terrace | United States of America |

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| | | | |
|-------------------|-------------------------------|--|----------------|
| | | London W2 6LG | |
| | | United Kingdom | |
| Andrew Gould | Chairman of Schlumberger Ltd. | 2 Eastbourne Terrace | United Kingdom |
| | | London W2 6LG | |
| | | United Kingdom | |
| Lord Kerr | Company Director | 2 Eastbourne Terrace | United Kingdom |
| | | London W2 6LG | |
| | | United Kingdom | |
| Christopher Lynch | Company Director | 120 Collins Street | Australia |
| | | Melbourne Victoria 3000 Australia | |
| Paul Tellier | Company Director | 1188 Sherbrooke Street West, Montreal, Quebec | Canada |
| | | H3A 3G2, Canada | |
| John Varley | Company Director | 2 Eastbourne Terrace | United Kingdom |
| | | London W2 6LG | |
| | | United Kingdom | |

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| Name | Present Principal Occupation | Business Address | Citizenship |
|---------------------------|--|--|--------------------------|
| <i>Executive Officers</i> | | | |
| Hugo Bagué | Group Executive, People and Organisation | 2 Eastbourne Terrace London W2 6LG United Kingdom | Belgium |
| Preston Chiaro | Group Executive, Technology & Innovation | 4700 Daybreak Parkway South Jordan, Utah 84095 United States | United States of America |
| Bret Clayton | Group Executive, Business Support and Operations | 2 Eastbourne Terrace London W2 6LG United Kingdom | United States of America |
| Jacynthe Côté | Chief Executive of Rio Tinto Alcan | 1188 Sherbrooke Street West Montreal, Quebec H3A 3G2, Canada | Canada |
| Andrew Harding | Chief Executive of Rio Tinto Copper | 2 Eastbourne Terrace London W2 6LG United Kingdom | Australia |
| Harry Kenyon-Slaney | Chief Executive of Rio Tinto Diamonds & Minerals | 2 Eastbourne Terrace London W2 6LG United Kingdom | United Kingdom |
| Doug Ritchie | Chief Executive of Rio Tinto Energy | 3 West Tower 410 Ann Street Brisbane, QLD 4000 Australia | Australia |
| Debra Valentine | Group Executive, Legal and External Affairs | 2 Eastbourne Terrace London W2 6LG United Kingdom | United States of America |

Rio Tinto Exploration Canada Inc.

Directors and Executive Officers

| Name | Present Principal Occupation | Business Address | Citizenship |
|----------------------------------|--|---|--------------------------|
| <i>Directors</i> | | | |
| David S. Andrews | Exploration Director, Americas | 224 North 2200 West Salt Lake City, UT 84116 USA | United Kingdom |
| Gary Hodgkinson | Manager, Exploration | Suite 354 200 Granville Street Vancouver BC V6C 1S4 Canada | South Africa |
| Stephen McIntosh | Head of Exploration | 1 Research Avenue Bundoora VIC 3083 Australia | Ireland |
| Jocelin Paradis | Vice President Tax, Canada | 1188 Sherbrooke Street West Montreal QC H3A 3G2 Canada | Canada |
| Justin Quigley | Commercial Manager | 224 North 2200 West Salt Lake City, UT 84116 USA | United States of America |
| Shane Sullivan | General Manager Finance and Compliance | 37 Belmont Avenue Belmont WA 6104 Australia | Australia |
| <i>Executive Officers</i> | | | |
| David S. Andrews | Exploration Director, Americas | 224 North 2200 West Salt Lake City, UT 84116 USA | United Kingdom |
| Chris Baldwin | Partner, Lawson Lundell | Suite 1600 Cathedral Place 925 West Georgia Street Vancouver BC V6C 3L2 | Canada |

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| | | | |
|----------------------|---|--|---------------------------|
| Bernd Beyer | Regional Treasurer, Americas | Canada 1188 Sherbrooke Street West Montreal QC H3A 3G2 | Canada |
| Jean Clemson | Regional Finance and Administration Manager | Canada 224 North 2200 West Salt Lake City, UT 84116 | United States of America |
| Gary Hodgkinson | Manager, Exploration | USA Suite 354 200 Granville Street Vancouver BC V6C 1S4 | South Africa |
| Jocelin Paradis | Vice President Tax, Canada | Canada 1188 Sherbrooke Street West Montreal QC H3A 3G2 | Canada |
| Julie Parent | Regional Head and Corporate Secretary, Americas | Canada 1188 Sherbrooke Street West Montreal QC H3A 3G2 | Canada |
| Justin Quigley | Commercial Manager | Canada 224 North 2200 West Salt Lake City, UT 84116 | United States of America |
| Oliver Wolfensberger | Global Head of Treasury Operations | USA 2 Eastbourne Terrace London W2 6LG United Kingdom | Switzerland and Australia |

EXHIBIT INDEX

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* Filed as an exhibit to the original Schedule 13D on July 8, 2005.

EXHIBIT D

Kennecott Canada Exploration Inc. has changed its name to Rio Tinto Exploration Canada Inc.

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(i) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing of this Statement on Schedule 13D on behalf of each of them, including any amendments thereto.

This Joint Filing Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Rio Tinto plc

/s/ Annette V Lawless

Name: Annette Lawless

Title: Secretary

Kennecott Canada Exploration Inc.

/s/ Shannon Crompton

Name: Shannon Crompton

Title: Assistant Secretary