

BAJA MINING CORP.  
Form SC 13G/A  
February 13, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Baja Mining Corp.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**05709R103**

(CUSIP Number)

**December 31, 2011**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1(b)

Rule 13d-1(c)

December 31, 2011

Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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. 05709R103

**1** NAME OF REPORTING PERSON

Manulife Financial Corporation

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

N/A

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

**5** SOLE VOTING POWER

**6** -0-  
SHARED VOTING POWER

Number of

Shares

**7** -0-  
SOLE DISPOSITIVE POWER

Beneficially

Owned by

Each

**8** -0-  
SHARED DISPOSITIVE POWER

Reporting

Person

-0-

With

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, Manulife Asset Management Limited

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

**12** TYPE OF REPORTING PERSON\*

HC

**\*SEE INSTRUCTIONS**

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**CUSIP No. 05709R103**

**1 NAME OF REPORTING PERSON**

Manulife Asset Management Limited

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)

N/A

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Ontario

**5** SOLE VOTING POWER

**6** 21,868,532  
SHARED VOTING POWER

Number of

Shares

**7** -0-  
SOLE DISPOSITIVE POWER

Beneficially

Owned by

Each

**8** 21,868,532  
SHARED DISPOSITIVE POWER

Reporting

Person

-0-

With

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,868,532

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.47%

**12** TYPE OF REPORTING PERSON\*

FI

**\*SEE INSTRUCTIONS**

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Item 1(a) Name of Issuer:

Baja Mining Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:

500 – 200 Burrard Street

Vancouver, British Columbia V6C 3L6

Canada

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ("MFC") and MFC's indirect, wholly-owned subsidiary, Manulife Asset Management Limited ("MAML").

Item 2(b) Address of Principal Business Office:

The principal business offices of MFC and MAML are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.

Item 2(c) Citizenship:

MFC is organized and exists under the laws of Canada.

MAML is organized and exists under the laws of Ontario.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

05709R103

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

MFC: (g) (X) a parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

MAML: (j) (X) a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

(a) Amount Beneficially Owned: MAML has beneficial ownership of 21,868,532 shares of Common Stock. Through its parent-subsidiary relationship to MAML, MFC may be deemed to have beneficial ownership of these same shares.

(b) Percent of Class: Of the 338,228,650 shares outstanding as of September 30, 2011, according to the issuer's Report of Foreign Private Issuer filed on Form 6-K for the month of November 2011, MAML held 6.47%.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:  
MAML has sole power to vote or to direct the voting of the shares of Common Stock it beneficially owns.

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:  
MAML has sole power to dispose or to direct the disposition of the shares of Common Stock it beneficially owns.



(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory scheme applicable to MAML is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. The undersigned also undertakes to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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**SIGNATURE**

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

**Manulife Financial Corporation**

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Dated: February 13, 2012

Title: Attorney in Fact\*

**Manulife Asset Management Limited**

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Dated: February 13, 2012

Title: Vice President, Law

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.



**EXHIBIT A**

**JOINT FILING AGREEMENT**

Manulife Financial Corporation and Manulife Asset Management Limited agree that the Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Common Stock of Baja Mining Corp., is filed on behalf of each of them.

**Manulife Financial Corporation**

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Dated: February 13, 2012

Title: Attorney in Fact\*

**Manulife Asset Management Limited**

By: /s/ Kenneth G. Pogrinn

Name: Kenneth G. Pogrinn

Dated: February 13, 2012

Title: Vice President, Law

\* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.



