

Edgar Filing: RIO TINTO PLC - Form 425

RIO TINTO PLC
Form 425
July 30, 2008

Filed by: BHP Billiton Plc

and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto plc

Commission File No.: 001-10533

Chairman's Office

BHP Billiton Limited
180 Lonsdale Street
Melbourne Victoria 3000 Australia
Tel +61 1300 55 47 57
Fax +61 3 9609 4372
bhpbilliton.com

BHP Billiton Plc
Neathouse Place
London SW1V 1BH UK
Tel +44 20 7802 4000
Fax +44 20 7802 4111
bhpbilliton.com

30 July 2008

Dear Rio Tinto Shareholder,

As Chairman of BHP Billiton I wanted to write to you personally to introduce myself and talk to you about our offer for Rio Tinto. Given the expected length of the timetable for the transaction, I wanted also to provide you with an update on its progress.

I strongly believe that, together, BHP Billiton and Rio Tinto can generate substantial additional value for shareholders.

The combination of Rio Tinto and BHP Billiton would be without comparison in the resources industry in terms of strategy, asset mix and quality, as well as culture.

Both BHP Billiton and Rio Tinto have world-leading portfolios of large-scale, low-cost, long-life assets that are highly complementary.

In many cases, assets are either jointly owned, neighbouring or close by. This unique overlap offers substantial opportunities to save money and add value through managing the assets as one collective group under single ownership.

BHP Billiton's offer for Rio Tinto

BHP Billiton's all-share offer, which was announced on 6 February, 2008, will provide Rio Tinto shareholders with:

A 45 per cent premium, which is equivalent to a premium of A\$46.45 per share for Rio Tinto Limited shareholders and £19.72 per share for Rio Tinto plc shareholders¹. **This is a substantial premium** by any measure and one that is reflected in the large increase in the market price for Rio Tinto shares relative to BHP Billiton shares since our proposal became public last November. Without the benefit of our offer, Rio Tinto shares would be trading very differently; and

The opportunity to become shareholders in the combined company, with its strengthened asset portfolio, enhanced growth potential, expected synergies and other benefits that will flow from the combination.

¹ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

² Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On September 23, 2016, Home BancShares, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Stephens Inc. (the Underwriter) and John W. Allison, the Chairman of the Company s board of directors and the selling shareholder named therein (the Selling Shareholder), for the sale in an underwritten secondary public offering of 2,650,000 shares of the Company s common stock owned by the Selling Shareholder. The Company is not selling any shares in the offering and will not receive any of the proceeds from the sale of its common stock by the Selling Shareholder.

The offering is being made pursuant to the Company s effective Registration Statement on Form S-3 (File No. 333-208307) (the Registration Statement), as supplemented by a preliminary prospectus supplement dated September 22, 2016 and a final prospectus supplement dated September 23, 2016.

The Underwriting Agreement contains customary representations, warranties, and covenants that are valid as among the parties as of the dates set forth in the Underwriting Agreement but are not factual information to investors about the Company. The closing of the sale of the common stock is expected to occur on September 28, 2016.

From time to time, the Underwriter and/or its respective affiliates have directly and indirectly engaged, or may engage, in various financial advisory, investment banking and commercial banking services for the Company and its affiliates, for which they received, or may receive, customary compensation, fees and expense reimbursement.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 23, 2016, the Company issued a press release announcing that the Selling Shareholder had priced the offering described in Item 1.01. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 8.01 Other Events.

In connection with the offering described in Item 1.01, the following exhibits are being filed with this Current Report on Form 8-K to be incorporated by reference into the Registration Statement: (i) the opinion of Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. as to the legality of the shares of common stock (Exhibit 5.1), and (ii) the consent of Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. (Exhibit 23.1).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

1.1 Underwriting Agreement, dated September 23, 2016, among Home BancShares, Inc., Stephens Inc. and the Selling Shareholder named therein

5.1 Opinion of Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.

23.1 Consent of Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. (contained in its opinion filed as Exhibit 5.1)

99.1 Press Release: Home BancShares, Inc. Announces Pricing of Secondary Offering by Selling Shareholder

SIGNATURE

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 hereunto duly authorized.

Home BancShares, Inc.
(Registrant)

Date: September 23, 2016

/s/ Jennifer C. Floyd
Jennifer C. Floyd

Chief Accounting Officer

nto plc US shareholders and Rio Tinto plc ADR holders by filing with the SEC a Registration Statement (the Registration Statement), which will contain a prospectus (Prospectus), as well as other relevant materials. No such materials have yet been filed. This communication is not a substitute for any Registration Statement or Prospectus that BHP Billiton may file with the SEC.

U.S. INVESTORS AND U.S. HOLDERS OF RIO TINTO PLC SECURITIES AND ALL HOLDERS OF RIO TINTO PLC ADRs ARE URGED TO READ ANY REGISTRATION STATEMENT, PROSPECTUS AND ANY OTHER DOCUMENTS MADE AVAILABLE TO THEM AND/OR FILED WITH THE SEC REGARDING THE POTENTIAL TRANSACTION, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Investors and security holders will be able to obtain a free copy of the Registration Statement and the Prospectus as well as other relevant documents filed with the SEC at the SEC's website (<http://www.sec.gov>), once such documents are filed with the SEC. Copies of such documents may also be obtained from BHP Billiton without charge, once they are filed with the SEC.

Information for US Holders of Rio Tinto Limited Shares

BHP Billiton Limited is not required to, and does not plan to, prepare and file with the SEC a registration statement in respect of the Rio Tinto Limited Offer. Accordingly, Rio Tinto Limited shareholders should carefully consider the following:

The Rio Tinto Limited Offer will be an exchange offer made for the securities of a foreign company. Such offer is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document will be prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

Information relating to the US Offer for Rio Tinto plc and the Rio Tinto Limited Offer for Rio Tinto shareholders located in the US

It may be difficult for you to enforce your rights and any claim you may have arising under the US federal securities laws, since the issuers are located in a foreign country, and some or all of their officers and directors may be residents of foreign countries. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the US securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgement.

You should be aware that BHP Billiton may purchase securities of Rio Tinto plc and Rio Tinto Limited otherwise than under the exchange offer, such as in open market or privately negotiated purchases.

