

RIO TINTO PLC
Form F-6
February 18, 2005

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As filed with the U.S. Securities and Exchange Commission on February 18, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts**

Rio Tinto plc

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

England and Wales

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Rio Tinto Services Inc.

8309 West 3595 South,

Magma, Utah 84044

Tel. No.: (801) 583-6707

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

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| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit(1) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|---|---|--|--|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing four ordinary shares of Rio Tinto plc | 100,000,000 American Depositary Shares | \$0.05 | \$5,000,000 | \$588.50 |

- (1) Each unit represents one American Depositary Share.
- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

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CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depository | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top centre |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraphs 15, 16 and 18 |
| (iii) Collection and distribution of dividends | Paragraphs 4, 12, 14 and 18 |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs 7, 12, 15, 16 and 17 |
| (v) Sale or exercise of rights | Paragraphs 14, 15 and 18 |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs 20 and 21 |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depository and the list of Holders of receipts | Paragraph 12 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs 2, 3, 4, 5, 6, 9 and 22 |
| (x) Limitation upon the liability of the Depository | Paragraphs 14, 18, 19 and 21 |
| (3) Fees and Charges | Paragraphs 8 and 9 |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Rio Tinto plc is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph 12 |

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) **Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of 18 February 2005 among Rio Tinto plc, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Not applicable.
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on February 17, 2005.

Legal entity created by the form of Deposit Agreement for the issuance of
ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Joseph M. Leinhauser

Name: Joseph M. Leinhauser

Title: Vice President

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| | | |
|----------------------------------|--|-------------------|
| <u>/s/ Sir David C. Clementi</u> | Non-Executive Director | February 17, 2005 |
| Sir David C. Clementi | | |
| | Non-Executive Director | February , 2005 |
| Vivienne Cox | | |
| <u>/s/ Richard R. Goodmanson</u> | Non-Executive Director | February 17, 2005 |
| Richard R. Goodmanson | | |
| | Non-Executive Director | February 17, 2005 |
| Andrew F.J. Gould | | |
| <u>/s/ Lord Kerr</u> | Non-Executive Director | February 17, 2005 |
| Lord Kerr | | |
| <u>/s/ David L. Mayhew</u> | Non-Executive Director | February 17, 2005 |
| David L. Mayhew | | |
| | Non-Executive Director | February , 2005 |
| John P. Morschel | | |
| <u>/s/ Sir Richard B. Sykes</u> | Non-Executive Director | February 17, 2005 |
| Sir Richard B. Sykes | | |
| <u>/s/ Shannon S. Crompton</u> | Authorized Representative in the United States | February 17, 2005 |
| Shannon S. Crompton | | |

INDEX TO EXHIBITS

**Exhibit
Number**

- (a) Form of Amendment to Deposit Agreement.
 - (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
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