Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme: **Iluka Resources Ltd**

ACN/ARSN: **008 675 018**

1. Details of substantial holder (1)

Name: **RS Investment Management Co. LLC**

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on: 19 / 3 / 13

The previous notice was given to the company on: 16 / 11 / 12

The previous notice was dated: 15 / 11 / 12

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	21,060,858	5.03	25,556,248	6.10

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected (Ordinary Shares)	Person's votes affected
11/16/2012	RS Investment Management Co. LLC	Acquisition of shares	8.13 - 8.18	302,810	302,810
11/19/2012	RS Investment Management Co. LLC	Acquisition of shares	7.81 - 7.91	685,710	685,710
11/20/2012	RS Investment Management Co. LLC	Acquisition of shares	8.30	107,000	107,000
11/21/2012	RS Investment Management Co. LLC	Acquisition of shares	8.19 - 8.27	69,800	69,800
11/27/2012	RS Investment Management Co. LLC	Acquisition of shares	8.33	46,800	46,800
12/3/2012	RS Investment Management Co. LLC	Disposition of shares	8.76 - 8.77	-138,500	-138,500
12/4/2012	RS Investment Management Co. LLC	Acquisition of shares	8.85 - 8.86	22,970	22,970
12/14/2012	RS Investment Management Co. LLC	Acquisition of shares	8.48	36,700	36,700
12/24/2012	RS Investment Management Co. LLC	Disposition of shares	9.20	-21,408	-21,408
12/27/2012	RS Investment Management Co. LLC	Disposition of shares	8.79 - 8.82	-8,800	-8,800
12/28/2012	RS Investment Management Co. LLC	Acquisition of shares	9.40 - 9.42	188,700	188,700
1/2/2013	RS Investment Management Co. LLC	Acquisition of shares	9.75	147,700	147,700

1/9/2013	RS Investment Management Co. LLC	Acquisition of shares	9.80 - 9.89	353,670	353,670
1/10/2013	RS Investment Management Co. LLC	Acquisition of shares	9.85 - 9.90	183,910	183,910
1/11/2013	RS Investment Management Co. LLC	Acquisition of shares	9.62	56,500	56,500
1/16/2013	RS Investment Management Co. LLC	Acquisition of shares	9.92	52,460	52,460
1/21/2013	RS Investment Management Co. LLC	Acquisition of shares	10.22	108,400	108,400
1/25/2013	RS Investment Management Co. LLC	Disposition of shares	9.59	-10,100	-10,100
1/30/2013	RS Investment Management Co. LLC	Acquisition of shares	9.89	7,700	7,700
2/5/2013	RS Investment Management Co. LLC	Disposition of shares	9.76 - 10.17	-274,784	-274,784
2/6/2013	RS Investment Management Co. LLC	Acquisition of shares	9.86	184,300	184,300
2/6/2013	RS Investment Management Co. LLC	Disposition of shares	9.80 - 9.96	-451,134	-451,134
2/7/2013	RS Investment Management Co. LLC	Disposition of shares	9.60 - 9.72	-576,131	-576,131
2/8/2013	RS Investment Management Co. LLC	Disposition of shares	9.59 - 9.66	-397,000	-397,000
2/22/2013	RS Investment Management Co. LLC	Acquisition of shares	10.55	160,100	160,100
2/26/2013	RS Investment Management Co. LLC	Acquisition of shares	10.30	54,700	54,700
3/1/2013	RS Investment Management Co. LLC	Acquisition of shares	10.49	36,200	36,200
3/4/2013	RS Investment Management Co. LLC	Acquisition of shares	10.23	55,200	55,200
3/4/2013	RS Investment Management Co. LLC	Disposition of shares	10.18 - 10.22	-3,150	-3,150
3/5/2013	RS Investment Management Co. LLC	Acquisition of shares	9.83	3,560	3,560
3/6/2013	RS Investment Management Co. LLC	Acquisition of shares	10.39	47,248	47,248
3/12/2013	RS Investment Management Co. LLC	Acquisition of shares	10.28	37,100	37,100
3/15/2013	RS Investment Management Co. LLC	Acquisition of shares	9.69 - 9.72	831,000	831,000
3/18/2013	RS Investment Management Co. LLC	Acquisition of shares	9.66 - 9.77	800,000	800,000
3/19/2013	RS Investment Management Co. LLC	Acquisition of shares	9.31	900,000	900,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
RS Investment Management Co. LLC	BCI	BCI	RS Investment Management Co. LLC is an investment adviser registered with the U.S. Securities and Exchange Commission with power to exercise control over disposal of the securities on behalf of its clients.	28,107	28,107
RS Investment Management Co. LLC	Bank of New York, Brussels	Bank of New York, Brussels	Same as above	49,352	49,352
RS Investment Management Co. LLC	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Same as above	21,729,707	21,136,826
RS Investment Management Co. LLC	National Nominees Limited	National Nominees Limited	Same as above	2,475,359	2,391,354
RS Investment Management Co. LLC	State Street Nominees Limited	State Street Nominees Limited	Same as above	1,950,609	1,950,609

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Not Applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
RS Investment Management Co. LLC	388 Market Street, Suite 1700 San Francisco, CA 94111 USA

Signature

print name Margherita L. DiManni capacity Secretary

sign here Margherita L. DiManni date 20 / 3 / 13

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.