

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**To Company Name/Scheme Mineral Resources Ltd.ACN/ARSN 118 549 910**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 on3 / 7 / 2013

The previous notice was given to the company on

14 / 6 / 2013

The previous notice was dated

14 / 6 / 2013**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	18,706,761	10.06	20,550,020	11.05

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 (7)	Class and number of securities affected	Person's votes affected
14-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	633,272	73,771	72,961
14-Jun-13	RS Investment Management Co. LLC	Disposition of shares	383,074	44,627	0
17-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	275,897	32,798	32,488
20-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	395,104	46,959	46,518
21-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	1,330,075	159,384	158,235
24-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	843,041	100,490	99,767
24-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	272,047	32,400	0
25-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	2,627,808	320,000	317,693
25-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	8,340	1,000	1,000
26-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	1,231,470	150,000	148,519
26-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	247,620	29,500	29,500
27-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	1,069,276	130,000	128,683
27-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	492,274	59,800	59,800
27-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	698,675	85,000	84,193

28-Jun-13	RS Investment Management Co. LLC	Acquisition of shares	949,233	115,000	113,876
1-Jul-13	RS Investment Management Co. LLC	Acquisition of shares	1,611,280	200,000	198,070
1-Jul-13	RS Investment Management Co. LLC	Acquisition of shares	393,866	48,200	48,200
2-Jul-13	RS Investment Management Co. LLC	Acquisition of shares	568,250	69,447	66,533
2-Jul-13	RS Investment Management Co. LLC	Disposition of shares	127,582	15,585	15,585
3-Jul-13	RS Investment Management Co. LLC	Acquisition of shares	1,965,586	243,712	233,644

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	Bank of New York, Brussels	Bank of New York, Brussels	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.	37,270	37,270
RS Investment Management Co. LLC	Chase Nominees Limited	Chase Nominees Limited	Same as above	105,586	105,586
RS Investment Management Co. LLC	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Same as above	17,010,428	16,936,244
RS Investment Management Co. LLC	National Nominees Limited	National Nominees Limited	Same as above	2,128,638	1,979,008
RS Investment Management Co. LLC	State Street Nominees Limited	State Street Nominees Limited	Same as above	1,491,912	1,491,912

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:

Name and ACN/ARSN (if applicable)	Nature of association
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 Nina Gupta

capacity Secretary

sign here..



date 5 / 7 / 2013