

ASX Market Announcement

Baker & McKenzie
ABN 32 266 778 912

AMP Centre
Level 27
50 Bridge Street
Sydney NSW 2000
Australia

P.O. Box R126
Royal Exchange NSW 1223
Australia

Tel: +61 2 9225 0200
Fax: +61 2 9225 1595
DX: 218 SYDNEY
www.bakermckenzie.com

Date: 15 July 2014
To: ASX Market Announcements
Mineral Resourced Limited
From: Sam Appleton

Fax: 1300 135 638

Fax: (08) 9329 3601

Fax: +61 2 9225 1595

Tel: +61 2 8922 5440

Pages (w/cover): 5

Re: **Mineral Resources Limited (ASX: MIN) - Notice of Change of Interests of Substantial Holder (Form 604) from Southeastern Asset Management, Inc.**

Dear Sir/Madam

We act for Southeastern Asset Management, Inc. (**SAM Inc.**).

Please see enclosed a Notice of Change of Interests of Substantial Holder (Form 604) from SAM Inc. in relation to Mineral Resources Limited.

Regards



Sam Appleton
Senior Associate

+61 2 8922 5440
Sam.Appleton@bakermckenzie.com

Privacy and Confidentiality Notice

The information contained in this facsimile is intended for the named recipients only. It may contain privileged and confidential information, and if you are not an intended recipient, you must not copy, distribute or take any action in reliance on it. If you have received this facsimile in error, please notify us immediately by collect telephone call and return the original to the sender by mail. We will reimburse you for the postage.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme MINERAL RESOURCES LIMITED

ACN/ARSN 118 549 910

1. Details of substantial holder (1)

Name Southeastern Asset Management, Inc.

ACN (if applicable) _____

There was a change in the interests of the
substantial holder on :

14 / 07 / 2014

The previous notice was given to the company
on

20 / 06 / 2014

The previous notice was dated

20 / 06 / 2014

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	22,666,085	12.15%	24,977,125	13.39%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest or 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
14 July 2014	Southeastern Asset Management, Inc.	Increase in shares held by investment manager	See Annexure A	Ordinary Shares 2,311,040	Southeastern Asset Management, Inc.

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
Southeastern Asset Management, Inc.	Northern Trust Corporation	Northern Trust Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 1,973,378	1,973,378
Southeastern Asset Management, Inc.	The Bank of New York Mellon Corporation	The Bank of New York Mellon Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 189,000	189,000
Southeastern Asset Management, Inc.	JP Morgan Chase Bank, N.A.	JP Morgan Chase Bank, N.A.	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 99,496	99,496
Southeastern Asset Management, Inc.	State Street Corporation	State Street Corporation	Power to dispose of, or control the exercise of a power to dispose of, the securities.	Ordinary Shares 49,166	49,166

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 (if applicable)	Nature of association
N/A	

6. Addresses

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

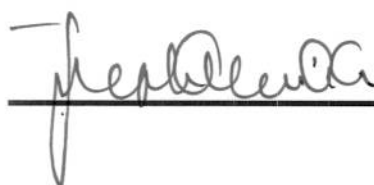
Name	Address
Southeastern Asset Management, Inc.	6410 Poplar Avenue Suite 900, Memphis, TN 38119 USA

Signature

print name Joseph A. Antonio

Capacity Legal & Compliance Officer
date 16 / 07 / 2014

sign here



Directions

1. If there are a number of substantial shareholders 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 by 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.
-

This is Annexure "A" of 1 page referred to in the above Form 604
Southeastern Asset Management, Inc.
MASTER TRANSACTION SUMMARY

Tran Code	Security	Trade Date	Quantity	Consideration Amount
by	Mineral Resc	7/11/2014	39300	10.41
by	Mineral Resc	7/10/2014	49500	9.99
by	Mineral Resc	7/10/2014	6000	10.04
by	Mineral Resc	7/10/2014	65500	9.99
by	Mineral Resc	7/10/2014	8000	10.04
by	Mineral Resc	7/10/2014	4800	9.99
by	Mineral Resc	7/10/2014	600	10.04
by	Mineral Resc	7/10/2014	20700	9.99
by	Mineral Resc	7/10/2014	2600	10.04
by	Mineral Resc	7/11/2014	374800	10.41
by	Mineral Resc	7/14/2014	180000	10.48
by	Mineral Resc	7/14/2014	291078	10.48
by	Mineral Resc	7/14/2014	750000	10.48
by	Mineral Resc	7/11/2014	161200	10.41
by	Mineral Resc	7/10/2014	56787	9.99
by	Mineral Resc	7/10/2014	7200	10.04
by	Mineral Resc	7/11/2014	97200	10.41
by	Mineral Resc	7/14/2014	49166	10.48
by	Mineral Resc	7/11/2014	17500	10.41
by	Mineral Resc	7/10/2014	52300	9.99
by	Mineral Resc	7/10/2014	6300	10.04
sl	Mineral Resc	7/3/2014	-15191	9.61
by	Mineral Resc	7/10/2014	29600	9.99
by	Mineral Resc	7/10/2014	3600	10.04
by	Mineral Resc	7/10/2014	46800	9.99
by	Mineral Resc	7/10/2014	5700	10.04

END OF INFORMATION

