

BHP BILLITON LTD
Form 6-K
October 04, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

September 27, 2006

BHP BILLITON LIMITED

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organisation)

180 LONSDALE STREET, MELBOURNE, VICTORIA

3000 AUSTRALIA

(Address of principal executive offices)

BHP BILLITON PLC

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

NEATHOUSE PLACE, VICTORIA, LONDON,

UNITED KINGDOM

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): []

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: [] Yes [x] No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

Issued by: BHP Billiton Plc

BHP Billiton Limited

To:
London Stock Exchange
Australian Stock Exchange

Cc:
New York Stock Exchange
JSE Limited
Swiss Stock Exchange
Deutsche Bank
UBS Zurich

Date: 27 September 2006

For Release: Immediately

BHP BILLITON PLC - TRANSACTION IN SHARES

BHP Billiton Limited announces that on 27 September 2006 it purchased 1,000,000 ordinary shares of BHP Billiton Plc at an average price of 914.6548 pence per ordinary share.

Following the above purchase, BHP Billiton Plc holds 25,420,000 of its ordinary shares as treasury shares and BHP Billiton Limited holds 7,290,000 of the ordinary shares in BHP Billiton Plc, for a total of 32,710,000 shares. The total number of BHP Billiton Plc ordinary shares in issue (excluding shares held as treasury shares and shares held by BHP Billiton Limited) is 2,435,437,002.

For further information, please contact:

Investor Relations
Mark Lidiard
Office: +44 (0) 20 7802 4156

Company Secretary
BHP Billiton Plc
Robert Franklin

Company Secretary
BHP Billiton Limited
Jane McAloon

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Mobile: +44 (0) 77 6993 4942

Office: +44 (0) 20 7802 4116
Mobile: +44 (0) 7824 302684

Office: +61 3 9609 2445

Further information on BHP Billiton can be found on our Internet site: www.bhpbilliton.com

Australia

Samantha Evans, Media Relations
Tel: +61 3 9609 2898 Mobile: +61 400 693 915
email: Samantha.Evans@bhpbilliton.com

Jane Belcher, Investor Relations
Tel: +61 3 9609 3952 Mobile: +61 417 031 653
email: Jane.H.Belcher@bhpbilliton.com

United States

Tracey Whitehead, Investor & Media Relations
Tel: US +1 713 599 6100 or UK +44 20 7802 4031
Mobile: +44 7917 648 093
email: Tracey.Whitehead@bhpbilliton.com

United Kingdom

Mark Lidiard, Investor & Media Relations
Tel: +44 20 7802 4156 Mobile: +44 7769 934 942
email: Mark.Lidiard@bhpbilliton.com

Illtud Harri, Media Relations
Tel: +44 20 7802 4195 Mobile: +44 7920 237 246
email: Illtud.Harri@bhpbilliton.com

South Africa

Alison Gilbert, Investor Relations
Tel: SA +27 11 376 2121 or UK +44 20 7802 4183
email: Alison.Gilbert@bhpbilliton.com

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia
Registered Office: Level 27, 180 Lonsdale Street Melbourne
Victoria 3000
Telephone +61 1300 554 757 Facsimile +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales
Registered Office: Neathouse Place London SW1V 1BH United
Kingdom
Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

The BHP Billiton Group is headquartered in Australia

SIGNATURES

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, thereunto duly authorized.

BHP Billiton Limited and BHP Billiton Plc

Date: 27 September 2006

By: Karen Wood

Name: Karen Wood
Title: Group Company Secretary

per share (the Series B) and (iii) 1,094,100 shares of its 4.20% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, par value \$1.00 per share (the Series C), which were issued on December 3, 2015 and which are collectively referred to as the Old Preferred Stock, upon the terms and subject to the conditions set forth in the prospectus, dated December 18, 2015 (the Prospectus) and the related Letter of Transmittal and instructions thereto (the Letter of Transmittal) (which, together with any amendments or supplements thereto, collectively constitute the Exchange Offer). In connection with the Exchange Offer, GE has filed under the Securities Act of 1933, as amended (the Securities Act), a registration statement on Form S-4 (Registration No. 333-208604) (the Registration Statement) to register the shares of New Preferred Stock offered in exchange for shares of Old Preferred Stock tendered in the Exchange Offer. The information set forth in the Prospectus and the Letter of Transmittal is incorporated herein by reference in response to all the items of this Schedule TO, except as otherwise set forth below.

Item 1. Summary Term Sheet.

Summary Term Sheet. The information set forth in the sections of the Prospectus entitled Questions and Answers and Summary of the Exchange Offer is incorporated herein by reference.

Item 2. Subject Company Information.

- (a) *Name and Address.* The name of the issuer is General Electric Company. The principal executive offices of GE are located at 3135 Easton Turnpike, Fairfield, Connecticut 06828. Its telephone number at such office is (203) 373-2211. Reference is made to the information set forth under the heading Summary Company Overview in the Prospectus, which is incorporated herein by reference.
- (b) *Securities.* Shares of Old Preferred Stock are the subject securities in the Exchange Offer. Reference is made to the information relating to Old Preferred Stock set forth under the headings Summary of the Exchange Offer and The Exchange Offer Terms of the Exchange Offer in the Prospectus, which are incorporated herein by reference.

- (c) *Trading Market and Price.* As of the date hereof, there are 2,777,625 shares of the Series A issued and outstanding, 2,072,525 shares of the Series B issued and outstanding and 1,094,100 shares of the Series C issued and outstanding. The market price of the Old Preferred Stock is subject to fluctuation. The Old Preferred Stock is not listed for trading on any stock exchange or available for quotation on any national quotation system. The following table describes the per share range of high and low over-the-counter sales prices, as reported by TRACE, for each series of Old Preferred Stock since December 3, 2015, the date of issuance.

	Market Price for Old Preferred Stock	
	High	Low
Series A	\$ 96.256	\$ 86.378
Series B	\$ 96.000	\$ 86.872
Series C	\$ 95.750	\$ 85.900

Item 3. Identity and Background of Filing Person.

- (a) *Name and Address.* The filing person is the subject company. Reference is made to the information set forth under the headings Summary Company Overview in the Prospectus, which is incorporated herein by reference.

Item 4. Terms of the Transaction.

- (a) *Material Terms.* Reference is made to the information set forth under the headings *The Exchange Offer*, *Description of the New Preferred Stock* and *Material U.S. Federal Income Tax Consequences* in the Prospectus, which is incorporated herein by reference.
- (b) *Purchases.* The Exchange Offer is open to all holders of shares of Old Preferred Stock who validly tender and do not validly withdraw their shares in a jurisdiction where the Exchange Offer is permitted. Therefore, any officer, director or affiliate of GE who is a holder of shares of Old Preferred Stock may participate in the Exchange Offer on the same terms and conditions as all other holders of Old Preferred Stock. Reference is made to the information set forth under the headings *Questions and Answers*, *Summary Old Preferred Stock* and *The Exchange Offer Terms of the Exchange Offer* in the Prospectus, which is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

- (a) *Agreements Involving the Subject Company's Securities.* Reference is made to the information set forth under the headings *Compensation*, *2014 Summary Compensation Table*, *Common Stock and Total Stock-Based Holdings Table*, *2014 Grants of Plan-Based Awards Table* and *Stock Ownership Information* in GE's Definitive Proxy Statement relating to its Annual Meeting of Shareholders, filed on March 10, 2015, which is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

- (a) *Purposes.* Reference is made to the information under the heading *The Exchange Offer Purpose of the Exchange Offer* in the Prospectus, which is incorporated herein by reference.
- (b) *Use of Securities Acquired.* The shares of Old Preferred Stock validly tendered (and not validly withdrawn) and accepted by us shall be cancelled and shall revert to authorized but unissued shares of preferred stock of the Company.
- (c) *Plans.* On April 10, 2015, GE announced its plan to pursue disposition of most GE Capital assets and has been executing on that plan and will continue to do so.

Item 7. Source and Amount of Funds or Other Consideration.

- (a) *Source of Funds.* Cash on hand, in an aggregate amount of up to approximately \$67.0 million.
- (b) *Conditions.* Not applicable.

(c) *Borrowed Funds*. Not applicable.

Item 8. Interest in Securities of the Subject Company.

(a) *Securities Ownership*. Reference is made to the information set forth under the heading "Stock Ownership Information" in GE's Definitive Proxy Statement relating to its Annual Meeting of Shareholders, filed on March 10, 2015.

- (b) *Securities Transactions.* Based on the information available to GE as of December 18, 2015, the following table sets forth the transactions in Old Preferred Stock by GE and directors and executive officers of GE since December 3, 2015, the date of issuance of the Old Preferred Stock:

Name	Transaction Date	Number and Type of Securities	Price per Share	Type of Transaction
Douglas A. Warner III	December 3, 2015	1,851 shares of 4.00% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, \$1.00 par value per share, with a liquidation preference of \$1,000 per share		Conversion of 15 shares of General Electric Capital Corporation 7.125% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A, \$0.01 par value per share, with a liquidation preference of \$100,000 per share

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

- (a) *Solicitations or recommendations.* Reference is made to the information set forth under the heading "The Exchange Offer Fees and Expenses" in the Prospectus, which is incorporated herein by reference.

Item 10. Financial Statements.

- (a) *Financial Information.* Reference is made to the information set forth under the headings "Selected Historical Financial Data" and "Where You Can Find More Information" in the Prospectus, which is incorporated herein by reference. The financial information included as Item 8 and Exhibit 12(a) and 12(b) in GE's Annual Report on Form 10-K for the annual period ending December 31, 2014, as updated by the GE Current Reports on Form 8-K filed May 8, 2015 and August 7, 2015, as well as the financial statements and other financial information included as Part I Item 1 and Exhibit 12 in GE's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, are incorporated herein by reference.

- (b) *Pro Forma Information.* Not applicable.

Item 11. Additional Information.

- (a) *Agreements, Regulatory Requirements and Legal Proceedings.*

- (1) None.

(2) None.

(3) Not applicable.

(4) Not applicable.

(5) None.

(b) *Other Material Information.* Reference is made to the information set forth in the Prospectus, which is incorporated herein by reference.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(i)	Form of Letter of Transmittal (incorporated by reference to Exhibit 99.1 to General Electric Company's Registration Statement on Form S-4 (Registration No. 333-208604), filed with the Securities and Exchange Commission on December 18, 2015 (the Registration Statement)).
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies, Custodians and Similar Institutions (incorporated by reference to Exhibit 99.2 to the Registration Statement).
(a)(1)(v)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies, Custodians and Similar Institutions (incorporated by reference to reference to Exhibit 99.3 to the Registration Statement).
(a)(1)(vi)	Form of Notice of Withdrawal (incorporated by reference to Exhibit 99.4 to the Registration Statement).
(a)(4)(i)	Press Release by General Electric Company, dated December 15, 2015 (incorporated by reference to General Electric Company's Form 425 filing with the SEC on December 18, 2015).
(a)(4)(ii)	Press Release by General Electric Company, dated December 18, 2015 (incorporated by reference to General Electric Company's Form 425 filing with the SEC on December 18, 2015).
(a)(4)(iii)	Prospectus, dated December 18, 2015 (incorporated by reference to the Registration Statement).
(h)(i)	Opinion of Weil, Gotshal & Manges LLP regarding certain tax consequences of the exchange offer (incorporated by reference to Exhibit 8.1 to the Registration Statement).

Item 13. Information required by Schedule 13E-3.

Not Applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 18, 2015

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira
Name: Christoph A. Pereira
Title: Chief Corporate, Securities and
Finance
Counsel

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