

ERA Mining Machinery Ltd
Form CB/A
May 02, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form CB/A

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

(AMENDMENT NO. 2)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

| | |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering) | <input type="radio"/> |
| Securities Act Rule 802 (Exchange Offer) | <input checked="" type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) | <input type="radio"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input checked="" type="radio"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/> |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="radio"/> |

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

ERA Mining Machinery Limited

(Name of Subject Company)

Not applicable.

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(Translation of Subject Company's Name into English (if applicable))

Cayman Islands

(Jurisdiction of Subject Company's Incorporation or Organization)

Caterpillar Inc.

(Name of Person(s) Furnishing Form)

**Ordinary Shares
Options to Subscribe for Ordinary Shares**

(Title of Class of Subject Securities)

Not applicable.

(CUSIP Number of Class of Securities (if applicable))

Lee Jong-Dae

Executive Director

ERA Mining Machinery Limited

Unit 9B, 9th Floor, Shun Ho Tower

24-30 Ice House Street, Central

Hong Kong

+852 2521 0080

(Name, Address (including zip code) and Telephone Number (including area code) of
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Copies to:

James B. Buda

Senior Vice President and Chief Legal Officer

Kenneth A. K. Martin

Freshfields Bruckhaus Deringer

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Caterpillar Inc.

100 NE Adams Street

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Hong Kong

+852 2846 3400

April 30, 2012

(Date Tender Offer/Rights Offering Commenced)

This Amendment No. 2 (**Amendment No. 2**) amends and supplements the Form CB (**Form CB**) initially furnished to the United States Securities and Exchange Commission (the **SEC**) on April 30, 2012 by Caterpillar Inc.

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

| Exhibit No. | Document |
|--------------------|--|
| 99.1* | Composite offer and response document (Composite Document) in relation to the voluntary conditional offer, dated April 30, 2012 |
| 99.2* | Form of Share Offer Acceptance |
| 99.3* | Form of Option Offer Acceptance |
| 99.4* | Joint Announcement relating to the dispatch of composite document in relation to the voluntary conditional offer, dated April 30, 2012 |

* Previously furnished to the SEC.

Item 2. Informational Legends

The required legends have been included in prominent portions of Exhibit 99.1 referred to in Item 1.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

This Amendment No. 2 hereby amends and supplements Part II as follows:

| Exhibit No. | Document |
|--------------------|---|
| 99.5* | Annual Report of ERA Mining Machinery Ltd (the Subject Company) for the year ended December 31, 2011 |
| 99.6* | Annual Report of the Subject Company for the year ended December 31, 2010 |
| 99.7* | Annual Report of Caterpillar on Form 10-K for the year ended December 31, 2011 |
| 99.8* | Caterpillar s Annual Report on Form 10-K for the year ended December 31, 2010 |
| 99.9* | Caterpillar s Earnings Release for the three months ended March 31, 2012 |
| 99.10* | Service contracts of Directors of the Subject Company |
| 99.11* | Material contracts as referred to in (a) through (f) of the section headed Material Contracts in Appendix VI to the Composite Document (previously furnished on to the SEC as an exhibit to Form CB on April 30, 2012) |
| 99.12* | Working Capital Loan Agreement, dated November 10, 2011 |
| 99.13* | Irrevocable Undertakings, dated November 10, 2011 |
| 99.14* | Letters of consent, dated April 30, 2012 |
| 99.15* | Loan Note Instrument, dated April 27, 2012 |
| 99.16# | Memorandum and articles of association of Caterpillar (Luxembourg) Investment Co. S.A. |
| 99.17# | Memorandum and articles of association of ERA Mining Machinery Ltd |

* Previously furnished to the SEC.

Furnished herewith.

PART III - CONSENT TO SERVICE OF PROCESS

Not applicable.

PART IV - SIGNATURES

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.

/s/ James B. Buda
(Signature)

James B. Buda
Senior Vice President and Chief Legal Officer
Caterpillar Inc.
(Name and Title)

May 1, 2012
(Date)