

BHP BILLITON LTD  
Form 6-K  
February 27, 2017

**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**  
**February 27, 2017**

**BHP BILLITON LIMITED**

**(ABN 49 004 028 077)**

**(Exact name of Registrant as specified in its charter)**

**VICTORIA, AUSTRALIA**

**(Jurisdiction of incorporation or organisation)**

**171 COLLINS 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

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Form 40-F:      Form 20-F      Form 40-F

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      No

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

**NEWS RELEASE****Release Time** IMMEDIATE**Date** 27 February 2017**Release Number** 7/17**BHP BILLITON ANNOUNCES PRICING OF ANY AND ALL OFFER**

BHP Billiton announced today the pricing of the Any and All Offer as part of its US\$2.5 billion bond repurchase plan.

BHP Billiton Finance (USA) Limited (**Company**), a wholly-owned subsidiary of BHP Billiton Limited, today announced the pricing as set out in the table below of its previously announced tender offer for any and all of its outstanding US\$1,750,000,000 6.500% senior notes due 2019 (**Any and All Notes**) (**Any and All Offer**).

Title of Security	CUSIP/ISIN Number	Principal Amount Outstanding	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Total Consideration <sup>(a)</sup>
6.500% senior notes due 2019	055451AH1/ US055451AH17	US\$1,750,000,000	1.125% U.S.T. due 01/31/19	PX1	10 bps	US\$1,107.34

(a) Per US\$1,000 principal amount. Total Consideration (as defined below), calculated on the basis of pricing for the U.S. Treasury Reference Security as of 11:00 a.m., New York City time, on 27 February 2017.

The Any and All Offer has been made pursuant to the terms and conditions set forth in the offer to purchase, dated 21 February 2017 (**Offer to Purchase**), and the related letter of transmittal and notice of guaranteed delivery (together, **Tender Offer Documents**). Terms not defined in this announcement have the meanings given to them in the Tender Offer Documents.

The Any and All Offer will expire at 5:00 p.m., New York City time, on 27 February 2017 (such time and date, the **Expiration Date**). Any and All Notes tendered may be withdrawn prior to or at, but not after, 5:00 p.m., New York City time, on 27 February 2017. Holders of Any and All Notes are required to validly tender and not validly withdraw their Any and All Notes prior to or at the Expiration Date to be eligible to receive the Total Consideration.

The Any and All Offer is subject to the satisfaction of certain conditions, as set forth in the Tender Offer Documents.

### **Legal Notices**

This announcement is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities. This announcement does not describe all the material terms of the Any and All Offer and no decision should be made by any Holder on the basis of this announcement. The terms and conditions of the Any and All Offer are described in the Offer to Purchase and the related letter of transmittal and notice of guaranteed delivery. This announcement must be read in conjunction with the Offer to Purchase. The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to the Any and All Offer. If any Holder is in any doubt as to the contents of this announcement, or the Offer to Purchase, or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Any and All Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Any and All Notes pursuant to the Any and All Offer.

None of the Company, the Guarantors, the Dealer Managers or their affiliates, the Tender and Information Agent, the Any and All Notes trustee or any of their respective affiliates makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Any and All Notes, or refrain from doing so, held by them pursuant to the Any and All Offer. Each Holder should make its own decision as to whether to tender its Any and All Notes and if so, the principal amount of the Any and All Notes to tender.

**The Company has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Any and All Offer, and it is unlawful and may be a criminal offense to make any representation to the contrary.**

The Offer to Purchase does not constitute an offer to purchase Any and All Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or blue sky laws. The distribution of the Offer to Purchase in certain jurisdictions is restricted by law. Persons into whose possession the Offer to Purchase comes are required by each of the Company, the Guarantors, the Dealer Managers and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

**United Kingdom.** The communication of the Offer to Purchase and any other documents or materials relating to the Any and All Offer is not being made by, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, the Offer to Purchase and such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of the Offer to Purchase and such documents and/or materials as a financial promotion is only being directed at and made to (i) persons who are outside the United Kingdom, (ii) investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (**Financial Promotion Order**)), (iii) high net worth entities and other parties falling within Article 49(2)(a) to (d) of the Financial Promotion Order, or (iv) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as **Relevant Persons**) and the transactions contemplated herein will be available only to, and engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act on or rely on the Offer to Purchase or any of its contents.

**Australia.** No prospectus or other disclosure document (as defined in the *Corporations Act 2001* (Cth) (**Corporations Act**)) in relation to the Tender Offers has been or will be lodged with the Australian Securities and Investments Commission (**ASIC**) or any other regulatory authority in Australia and the Offer to Purchase does not comply with Division 5A of Part 7.9 of the Corporations Act. In addition:

no offers or applications have been or will be made or invited for the purchase of Any and All Notes in Australia (including an offer or invitation which is received by a person in Australia); and

the Offer to Purchase and any other offering material or advertisement relating to Any and All Notes have not and will not be distributed or published in Australia, unless (i) such action complies with all applicable laws, directives and regulations (including, without limitation, the licensing requirements set out in Chapter 7 of the Corporations Act); (ii) such action does not require any document to be lodged with ASIC or any other regulatory authority in Australia; and (iii) the offer or invitation is made in circumstances specified in Corporations Regulation 7.9.97.

If you are a resident of Australia, you have been sent the Offer to Purchase on the basis that you are a wholesale client for the purposes of Section 761G of the Corporations Act or otherwise a person to whom disclosure is not required under Part 6D.2 or Chapter 7 of the Corporations Act.

The Joint Lead Dealer Managers for the Any and All Offer are:

<b>BofA Merrill Lynch</b>	<b>Citigroup Global Markets</b>	<b>RBC Capital Markets, LLC</b>
214 North Tryon Street, 14th Floor	<b>Limited</b>	Brookfield Place
Charlotte, North Carolina 28255	Citigroup Centre	200 Vesey Street, 8th Fl
USA	Canada Square	New York, NY 10281
Attn: Liability Management Group	Canary Wharf	USA
U.S. Toll-Free: +1 888 292 0070	London E14 5LB	Attn: Liability Management Group
Collect: +1 980 387-3907	United Kingdom	U.S. Toll-Free: +1 877 381 2099
London: +44 20 7996 5420	Attn: Liability Management Group	U.S.: +1 212 618 7822
Email: DG.LM_EMEA@BAML.com	U.S. Toll-Free: +1 800 558 3745	London: +44 20 7029 7063
	U.S.: +1 212 723 6106	Email: liability.management@rbccm. com
	London: +44 20 7986 8969	
	Email: liabilitymanagement.europe@ citi.com	

The Co-Dealer Managers for the Any and All Offer are:

<b>BNP PARIBAS</b>	<b>CIBC Capital Markets</b>	<b>HSBC</b>
10 Harewood Avenue	150 Cheapside	8 Canada Square
London NW1 6AA	London EC2V 6ET	London E14 5HQ
United Kingdom	United Kingdom	United Kingdom
Attn: Liability Management Group	Attn: Execution Management Group	Attn: Liability Management Group
<b>Société Générale Corporate &amp; Investment Banking</b>		<b>UBS Investment Bank</b>
		1285 Avenue of the Americas

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10 Bishops Square

New York, NY 10019

London E1 6EG

USA

United Kingdom

Attn: Liability Management Group

Attn: Liability Management

The Tender and Information Agent for the Any and All Offer is:

**Global Bondholders Services Corporation**

65 Broadway Suite 404

New York, New York 10006

Attention: Corporate Actions

Bank and Brokers Call Collect: (212) 430-3774

All Others Please Call Toll-Free: (866) 470-3800

Fax: (212) 430-3775 or (212) 430-3779

Copies of the Offer to Purchase and related documentation can be found at:

<http://gbsc-usa.com/bhpbilliton/>

Further information on BHP Billiton can be found at: **[bhpbilliton.com](http://bhpbilliton.com)**

## **Media Relations**

### **Australia and Asia**

Matthew Martyn-Jones

Tel: +61 3 9609 2360 Mobile +61 419 418 394

Email: [Matthew.Martyn-Jones@bhpbilliton.com](mailto:Matthew.Martyn-Jones@bhpbilliton.com)

Paul Hitchins

Tel: +61 3 9609 2592 Mobile +61 419 315 001

Email: [Paul.Hitchins@bhpbilliton.com](mailto:Paul.Hitchins@bhpbilliton.com)

Fiona Hadley

Tel: +61 3 9609 2211 Mobile +61 427 777 908

Email: [Fiona.Hadley@bhpbilliton.com](mailto:Fiona.Hadley@bhpbilliton.com)

Amanda Saunders

Tel: +61 3 9609 3985 Mobile +61 417 487 973

Email: [Amanda.Saunders@bhpbilliton.com](mailto:Amanda.Saunders@bhpbilliton.com)

### **United Kingdom and South Africa**

## **Investor Relations**

### **Australia and Asia**

Tara Dines

Tel: +61 3 9609 2222 Mobile: +61 499 249 005

Email: [Tara.Dines@bhpbilliton.com](mailto:Tara.Dines@bhpbilliton.com)

Andrew Gunn

Tel: +61 3 9609 3575 Mobile: +61 402 087 354

Email: [Andrew.Gunn@bhpbilliton.com](mailto:Andrew.Gunn@bhpbilliton.com)

### **United Kingdom and South Africa**

Rob Clifford

Tel: +44 20 7802 4131 Mobile: +44 7788 308 844

Email: [Rob.Clifford@bhpbilliton.com](mailto:Rob.Clifford@bhpbilliton.com)

Elisa Morniroli

Tel: +44 20 7802 7611 Mobile: +44 7825 926 646

Email: [Elisa.Morniroli@bhpbilliton.com](mailto:Elisa.Morniroli@bhpbilliton.com)



Ruban Yogarajah

**Americas**

Tel: +44 207 802 4033 Mobile +44 7827 082 022

Email: [Ruban.Yogarajah@bhpbilliton.com](mailto:Ruban.Yogarajah@bhpbilliton.com)

James Wear

Tel: +1 212 310 1421 Mobile: +1 347 882 3011

Email: [James.Wear@bhpbilliton.com](mailto:James.Wear@bhpbilliton.com)

**North America**

Bronwyn Wilkinson

Mobile: +1 604 340 8753

Email: [Bronwyn.Wilkinson@bhpbilliton.com](mailto:Bronwyn.Wilkinson@bhpbilliton.com)

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

LEI WZE1WSENV6JSZFK0JC28

LEI 549300C116EOWV835768

Registered in Australia

Registered in England and Wales

Registered Office: Level 18, 171 Collins Street

Registered Office: Neathouse Place

Melbourne Victoria 3000 Australia

London SW1V 1LH United Kingdom

Tel +61 1300 55 4757 Fax +61 3 9609 3015

Tel +44 20 7802 4000 Fax +44 20 7802 4111

Members of the BHP Billiton Group which is

headquartered in Australia

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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: February 27, 2017

By: /s/ Rachel Agnew  
Name: Rachel Agnew  
Title: Company Secretary