

BHP BILLITON LTD
 Form 424B2
 September 27, 2013
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CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
U.S. 2.050% Notes due 2018	\$ 500,000,000	99.854%	\$ 499,270,000	\$ 68,101 ⁽¹⁾
U.S. 3.850% Notes due 2023	\$ 1,500,000,000	99.877%	\$ 1,498,155,000	\$ 204,349 ⁽¹⁾
U.S. 5.000% Notes due 2043	\$ 2,500,000,000	99.985%	\$ 2,499,625,000	\$ 340,949 ⁽¹⁾
U.S. Floating Rate Notes due 2016	\$ 500,000,000	100%	\$ 500,000,000	\$ 68,200 ⁽¹⁾

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Filed Pursuant to Rule 424(b)(2)

Registration Statement No. 333-183951

333-183951-01

333-183951-02

PROSPECTUS SUPPLEMENT

(to Prospectus dated September 18, 2012)

BHP Billiton Finance (USA) Limited

US\$500,000,000 2.050% Senior Notes due 2018

US\$1,500,000,000 3.850% Senior Notes due 2023

US\$2,500,000,000 5.000% Senior Notes due 2043

US\$500,000,000 Senior Floating Rate Notes due 2016

Fully and unconditionally guaranteed by

BHP Billiton Plc and BHP Billiton Limited

BHP Billiton Finance (USA) Limited is selling US\$500,000,000 aggregate principal amount of 2.050% senior notes due 2018, US\$1,500,000,000 aggregate principal amount of 3.850% senior notes due 2023, US\$2,500,000,000 aggregate principal amount of 5.000% senior notes due 2043 (collectively, the fixed rate notes) and US\$500,000,000 aggregate principal amount of senior floating rate notes due 2016. BHP Billiton Finance (USA) will pay interest on the fixed rate notes semi-annually in arrears on March 30 and September 30 of each year, beginning on March 30, 2014 until, and including, the respective maturity date. BHP Billiton Finance (USA) will pay interest on the senior floating rate notes on March 30, June 30, September 30 and December 30 of each year, beginning on December 30, 2013 until, and including, their maturity date.

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The notes will be issued by BHP Billiton Finance (USA) and will be guaranteed by each of BHP Billiton Limited, an Australian limited company, and BHP Billiton Plc, an English public limited company. The notes will rank equally in right of payment with all of the issuer's other unsecured and unsubordinated debt obligations. The guarantees will rank equally in the right of payment with each guarantor's other unsecured and unsubordinated debt obligations.

BHP Billiton Finance (USA) will make payments of principal and interest on the notes, and the guarantors will make any payments coming due under the guarantees, free and clear of, and without withholding or deduction for, any Australian and United Kingdom taxes. In the event that payments of principal and interest on the notes or the guarantees become subject to Australian or United Kingdom withholding tax, BHP Billiton Finance (USA) or the guarantors, as applicable, will pay additional amounts so that the amount received by holders of notes after withholding tax will equal the amount that would have been received had no withholding tax been applicable, subject to some exceptions described in the attached prospectus.

Each series of the fixed rate notes will be redeemable by BHP Billiton, at its option, in whole or in part, at any time at the redemption price determined under "Description of Notes - Optional make-whole redemption."

In the event that changes in withholding tax law, treaties or interpretations require BHP Billiton Finance (USA) or the guarantors to pay these additional amounts, it may redeem the notes before their stated maturity at a price equal to 100% of their principal amount plus accrued interest to, but not including, the redemption date.

See Risk Factors beginning on page 1 of the attached prospectus for a discussion of material risks that you should consider before deciding whether to invest in the notes.

Neither the Securities and Exchange Commission (the "SEC") nor any other regulatory body has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offence.

	Price to Investors	Underwriters Discount	Proceeds to the Issuer (before expenses)
Per 2.050% senior notes due 2018	99.854%	0.350%	99.504%
Per 3.850% senior notes due 2023	99.877%	0.450%	99.427%
Per 5.000% senior notes due 2043	99.985%	0.875%	99.110%
Per senior floating rate notes due 2016	100%	0.250%	99.750%
Total	\$ 4,997,050,000	\$ 31,625,000	\$ 4,965,425,000

Interest on the notes will accrue from and including the delivery date.

The underwriters are offering the notes subject to various conditions. The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company and its participants, including Euroclear and Clearstream, Luxembourg, on or about September 30, 2013.

Bookrunners

Barclays

Goldman, Sachs & Co.

September 25, 2013.

J.P. Morgan

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You should read this prospectus supplement along with the attached prospectus. Both documents contain information you should consider when making your investment decision. You should rely on the information contained in or incorporated by reference into this prospectus supplement and the attached prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone does provide you with different or inconsistent information, you may not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the attached prospectus is accurate only as of the date on the bottom of the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

In this prospectus supplement, the terms we, our, us, BHP Billiton and BHP Billiton Group refer to BHP Billiton Limited and BHP Billiton together with their respective subsidiaries (including the issuer). BHP Billiton Limited Group refers to the group that is BHP Billiton Limited and its subsidiary companies. BHP Billiton Plc Group refers to the group that is BHP Billiton Plc and its subsidiary companies. BHP Billiton Limited refers to the parent entity that was formerly BHP Limited before the implementation of the dual listed company structure and BHP Billiton Plc refers to the parent entity that was formerly Billiton Plc before the implementation of the dual listed company structure. We refer to BHP Billiton Finance (USA) Limited as BHP Billiton Finance (USA) or the issuer. We refer to BHP Billiton Limited and BHP Billiton Plc together as the guarantors.

This prospectus supplement contains the terms for this offering of notes. This prospectus supplement, or the information incorporated by reference in this prospectus supplement, may add, update or change information in, or incorporated by reference into, the attached prospectus. If information in this prospectus supplement, or the information incorporated by reference in this prospectus supplement, is inconsistent with the information in the attached prospectus, then the information in, or incorporated by reference into, this prospectus supplement, will apply and will supersede that information in, or incorporated by reference into, the attached prospectus. Capitalized terms used but not defined in this prospectus supplement have the meanings given to those terms in the attached prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the attached prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to under Where you can find additional information.

FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus supplement may constitute forward-looking statements (within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934), which are subject to various risks and uncertainties. These statements can be identified by the use of forward-looking terminology such as intend, aim, project, anticipate, estimate, plan, believe expect, may, should, will, continue, or other similar words. These statements discuss expectations concerning the results of operations or financial condition, or provide other forward-looking statements. Our actual results, performance or achievements could be significantly different from the results expressed in, or implied by, those forward-looking statements. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made.

These statements include, but are not limited to, the information regarding:

trends in commodity prices and currency exchange rates;

demand for commodities;

plans, strategies and objectives of management;

divestment of assets or closure of certain operations or facilities (including associated costs);

anticipated production or construction commencement dates;

capital costs and scheduling;

operating costs;

anticipated productive lives of projects, mines and facilities;

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provisions and contingent liabilities; and

tax and regulatory developments.

These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this prospectus supplement or the attached prospectus (including the documents incorporated by reference herein). When considering these forward-looking statements, you should keep in mind the cautionary statements contained or incorporated by reference in this prospectus supplement and the attached prospectus. These statements describe circumstances that could cause actual results to differ materially from those contained in any forward-looking statement.

For example, our future revenues from our operations, projects or mines described in this prospectus supplement and the attached prospectus (including the documents incorporated by reference herein) will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project, the expansion of certain facilities or mines, or the continuation of existing operations.

Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets; the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce; activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty; labour unrest; and other factors identified in the risk factors within our Annual Report on Form 20-F for the fiscal year ended June 30, 2013, as incorporated by reference herein. We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of operations or facilities, including associated costs, actual production or commencement dates, cost or production output, or anticipated lives of the projects, mines and facilities discussed will not differ materially from the statements contained in, or incorporated by reference in, this prospectus supplement and the attached prospectus.

Except as required by applicable regulations or by law, we do not undertake any obligation to publicly update or review any forward-looking statements, whether as a result of new information or future events.

CREDIT RATINGS

The credit ratings ascribed to us are intended to reflect our ability to meet our payment obligations in respect of the notes and the guarantees, and may not reflect the potential impact of any changes in future expectations concerning our results of operations or financial condition, risks related to our business structure and other factors on the value of the notes. In addition, actual or anticipated changes in our credit ratings may generally be expected to affect the market value of the notes. There can be no assurance that our credit ratings will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn entirely if, in the applicable rating agency's judgment, circumstances so warrant.

INCORPORATION BY REFERENCE

The SEC allows BHP Billiton Limited and BHP Billiton Plc to incorporate by reference the information each of them files or furnishes with the SEC. This permits BHP Billiton Limited and BHP Billiton Plc to disclose

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important information to you by referring you to these filed or furnished documents. Any information referenced in this way is considered part of this prospectus supplement and the attached prospectus, and any information that we file or furnish with the SEC subsequent to this prospectus supplement and incorporate by reference into this prospectus supplement and the attached prospectus will automatically be deemed to update and supersede this information, as described in more detail below. We incorporate by reference the following documents that have been filed or furnished with the SEC:

The Annual Report on Form 20-F of BHP Billiton Limited and BHP Billiton Plc for the fiscal year ended June 30, 2013. Any statement contained herein, or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of the registration statement, this prospectus supplement and the attached prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement, this prospectus supplement or the attached prospectus.

We will provide without charge, upon written or oral request, a copy of any or all of the documents incorporated by reference in this prospectus supplement and the attached prospectus, other than exhibits which are specifically incorporated by reference in such documents. Requests should be directed to BHP Billiton, 171 Collins Street, Melbourne, Victoria 3000, Australia; telephone: +61 1300 554 757 (within Australia); +61 3 9609 3015 (outside Australia).

WHERE YOU CAN FIND ADDITIONAL INFORMATION

BHP Billiton Limited and BHP Billiton Plc file or furnish annual and other reports and other information with the SEC. You may read and copy any document that BHP Billiton Limited or BHP Billiton Plc has filed or furnished at the SEC's public reference room located at 100 F Street, NE Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, the SEC maintains an Internet site (www.sec.gov) that contains reports filed or furnished by us. Such documents are only incorporated by reference to the extent set forth herein. See Incorporation by reference.

American Depositary Shares (ADSs) representing ordinary shares of BHP Billiton Limited, evidenced by American Depositary Receipts (ADRs), are listed on the New York Stock Exchange, and its ordinary shares are listed on the Australian Securities Exchange (ASX). ADSs representing ordinary shares of BHP Billiton Plc, evidenced by ADRs, are listed on the New York Stock Exchange (NYSE), and its ordinary shares are admitted to the Official List of the Financial Conduct Authority in its capacity as competent authority under the United Kingdom Financial Services and Markets Act 2000, referred to as the UK Financial Conduct Authority, and the London Stock Exchange Plc for trading on the London Stock Exchange's Regulated Market. You can consult reports and other information about BHP Billiton Limited that it has filed pursuant to the rules of the NYSE and the ASX, and about BHP Billiton Plc that it has filed pursuant to the rules of the NYSE and the UK Financial Conduct Authority, at those exchanges or authority. Such documents are not incorporated into this prospectus supplement and the attached prospectus.

We will make available to the holders of the notes, at the corporate trust office of the trustee under the indenture governing the notes, copies of the indenture as well as our most recent annual report on Form 20-F, including a review of operations, and annual audited consolidated financial statements prepared in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board, or IFRS. We will also make available at the corporate trust office of the trustee our semi-annual consolidated financial statements, prepared in accordance with IFRS. We have not provided, and do not intend to provide, a reconciliation of our financial results to generally accepted accounting principles in the United States.

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SUMMARY

The BHP Billiton Group

We are BHP Billiton, a leading global resources company. Our purpose is to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.

Our strategy is to own and operate large, long-life, low-cost, expandable, upstream assets diversified by commodity, geography and market.

This strategy means more predictable company performance over time which, in turn, underpins the creation of long-term sustainable value for our shareholders, customers, employees and the communities in which we operate. We aim to deliver long-term sustainable value rather than being focused on short-term returns.

We are among the world's top producers of major commodities, including iron ore, metallurgical and energy coal, conventional and unconventional oil and gas, copper, aluminium, manganese, uranium, nickel and silver.

The Group is headquartered in Melbourne, Australia, and consists of the BHP Billiton Limited Group and the BHP Billiton Plc Group as a combined enterprise, following the completion of the Dual Listed Company (DLC) merger in June 2001.

BHP Billiton Limited and BHP Billiton Plc have each retained their separate corporate identities and maintained their separate stock exchange listings, but they are operated and managed as a single unified economic entity, with their boards and senior executive management comprising the same people.

BHP Billiton Limited has a primary listing on the ASX in Australia and BHP Billiton Plc has a premium listing on the UK Listing Authority's Official List and its ordinary shares are admitted to trading on the London Stock Exchange in the United Kingdom. BHP Billiton Plc also has a secondary listing on the Johannesburg Stock Exchange in South Africa. In addition, BHP Billiton Limited ADRs and BHP Billiton Plc ADRs trade on the NYSE in the United States.

As at September 20, 2013, we had a market capitalization of approximately US\$173.1 billion. For the fiscal year ended June 30, 2013, we reported net operating cash flow of US\$18.3 billion, profit attributable to shareholders of US\$10.9 billion and revenue of US\$66.0 billion. We have approximately 128,800 employees and contractors working at 141 locations in 26 countries.

Our assets, operations and interests are separated into five business units. These Businesses are: Petroleum and Potash; Copper; Iron Ore; Coal; and Aluminium, Manganese and Nickel.

The issuer

BHP Billiton Finance (USA) Limited, a corporation organized under the laws of the Commonwealth of Australia, is a wholly-owned finance subsidiary of BHP Billiton Limited. BHP Billiton Finance (USA) was formed for the purpose of borrowing on behalf of the BHP Billiton Group and advancing the net proceeds of such borrowings to members of the BHP Billiton Group. The principal executive offices of BHP Billiton Finance (USA) are located at 171 Collins Street, Melbourne, Victoria 3000, Australia. The issuer's telephone number is +61 1300 554 757.

BHP Billiton Finance (USA) is empowered under its constitution to borrow or raise money in such manner as it sees fit and in particular by the issue of debentures or other securities, such as the notes.

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THE OFFERING

Notes Being Offered	2.050% senior notes due 2018 (the 2018 fixed rate notes), 3.850% senior notes due 2023 (the 2023 fixed rate notes), 5.000% senior notes due 2043 (the 2043 fixed rate notes), and senior floating rate notes due 2016 (the 2016 floating rate notes and, together with the fixed rate notes, the notes).
Issuer	BHP Billiton Finance (USA) Limited.
Guarantors	BHP Billiton Plc and BHP Billiton Limited.
Principal Amount	2018 fixed rate notes: US\$500,000,000 aggregate principal amount. 2023 fixed rate notes: US\$1,500,000,000 aggregate principal amount. 2043 fixed rate notes: US\$2,500,000,000 aggregate principal amount. 2016 floating rate notes: US\$500,000,000 aggregate principal amount.
Issue Price	2018 fixed rate notes: 99.854%. 2023 fixed rate notes: 99.877%. 2043 fixed rate notes: 99.985%. 2016 floating rate notes: 100%.
Maturity Date	2018 fixed rate notes: September 30, 2018. 2023 fixed rate notes: September 30, 2023. 2043 fixed rate notes: September 30, 2043. 2016 floating rate notes: September 30, 2016.
Interest Rate	The 2018 fixed rate notes will bear interest at the rate of 2.050% per year from September 30, 2013, based upon a 360-day year consisting of twelve 30-day months. The 2023 fixed rate notes will bear interest at the rate of 3.850% per year from September 30, 2013, based upon a 360-day year consisting of twelve 30-day months.

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The 2043 fixed rate notes will bear interest at the rate of 5.000% per year from September 30, 2013, based upon a 360-day year consisting of twelve 30-day months.

The 2016 floating rate notes will bear interest at a rate per year, reset quarterly, equal to LIBOR plus 0.25%, as determined by the calculation agent, based upon a 360-day year.

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Interest Payment Dates

Interest on the fixed rate notes will be payable semi-annually in arrears on March 30 and September 30 of each year, commencing March 30, 2014 and ending on the respective maturity date. The record dates for interest payments will be March 15 and September 15.

Interest on the 2016 floating rate notes will be payable quarterly in arrears on each of March 30, June 30, September 30 and December 30, of each year, beginning December 30, 2013 and ending on their maturity date. The record dates for the interest payments will be close of business the 15th calendar day prior to the interest payment date.

Ranking

The notes will be unsecured obligations of BHP Billiton Finance (USA) and will rank equally in right of payment with all other unsecured and unsubordinated debt obligations of BHP Billiton Finance (USA), and the guarantees will be unsecured obligations of BHP Billiton Plc and BHP Billiton Limited and will rank equally in right of payment with all other unsecured and unsubordinated debt obligations of BHP Billiton Plc and BHP Billiton Limited, except, in each case, indebtedness given preference by applicable law.

Use of Proceeds

We anticipate the net proceeds from the issue and sale of the notes, after deducting underwriting discounts and commissions and our estimated expenses, will be approximately US\$4,964,900,000. We intend to use the net proceeds from the offering of the notes for general corporate purposes. See Use of Proceeds .

Further Issues

We may from time to time, without notice to or the consent of the holders of the notes, create and issue additional debt securities having the same terms as and ranking equally and ratably with the notes in all respects, as described more fully in Description of Debt Securities That We May Offer Default and Related Matters Further Issues on page 25 in the attached prospectus.

Additional Amounts

In the event that certain Australian or United Kingdom withholding taxes are required to be withheld or deducted from payments on the notes or guarantees, we will, subject to customary exceptions, pay such additional amounts as will result, after deduction or withholding of such taxes, in the payment of the amounts which would have been payable in respect of the notes or guarantees had no such withholding or deduction been required. See Description of Debt Securities That We May Offer Special Situations Payment of Additional Amounts on page 18 in the attached prospectus.

Optional Make-Whole Redemption

The fixed rate notes will be redeemable at our option, in whole or in part, at any time. See Description of Notes Optional make-whole redemption beginning on page S-13 of this prospectus supplement. Upon redemption, we will pay a redemption price equal to the greater

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of (i) 100% of the principal amount of the notes to be redeemed and (ii) as certified to the trustee by us, the sum of the present values of the Remaining Scheduled Payments (as defined in this prospectus supplement) of principal and interest on the relevant series of notes (excluding any interest accrued as of the date of redemption) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in this prospectus supplement) plus a spread of 15 basis points in the case of the 2018 fixed rate notes, 20 basis points in the case of the 2023 fixed rate notes and 20 basis points in the case of the 2043 fixed rate notes, together with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. The Comparable Treasury Issue for purposes of the definition contained in Description of Notes Optional make-whole redemption will be the U.S. Treasury security selected by the Independent Investment Banker (as defined in this prospectus supplement) as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes to be redeemed.

Optional Redemption for Tax Reasons

The notes may be redeemed at our option in whole but not in part, at the principal amount thereof plus accrued interest and any additional amounts due on the date fixed for redemption if certain events occur that would cause us to become obligated to pay additional amounts as described under Description of Debt Securities That We May Offer Special Situations Optional Tax Redemption on page 17 in the attached prospectus.

Form, Denomination and Registration of Notes

We will issue the notes as global notes registered in the name of The Depository Trust Company (DTC) or its nominee. Investors may hold book-entry interests in a global note through organizations that participate, directly or indirectly, in the DTC system. Book-entry interests in the global notes and all transfers relating to the global notes will be reflected in the book-entry records of DTC or its nominee. Book-entry interests in the notes will be issued in minimum denominations of US\$2,000 and in integral multiples of US\$1,000 in excess thereof.

Clearance and Settlement

The distribution of the notes will be cleared through DTC. Any secondary market trading of book-entry interests in the notes will take place through DTC participants, including Euroclear and Clearstream, Luxembourg and will settle in same-day funds through DTC's same-day funds settlement system. The CUSIP number for the 2018 fixed rate notes is 055451 AT5 and the ISIN is US055451AT54. The CUSIP number for the 2023 fixed rate notes is 055451 AU2 and the ISIN is US055451AU28. The CUSIP number for the 2043 fixed rate

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notes is 055451 AV0 and the ISIN is US055451AV01. The CUSIP number for the 2016 floating rate notes is 055451 AS7 and the ISIN is US055451AS71.

Restrictive Covenants

We have agreed to observe covenants, including covenants as to limitation on the incurrence of liens and limitations on sale and leaseback transactions. See **Description of Debt Securities That We May Offer Restrictive Covenants** on page 20 in the attached prospectus.

Trustee

The Bank of New York Mellon is the trustee under the indenture, dated as of April 17, 2003, and will act as calculation agent with respect to the 2016 floating rate notes.

Governing Law

The notes, guarantees and indenture will be governed by New York law.

Risk Factors

Prospective purchasers of the notes should consider carefully all of the information set forth in, or incorporated by reference in, this prospectus supplement and the attached prospectus and, in particular, the information set forth under **Risk Factors** on page 1 in the attached prospectus, before deciding whether to make an investment in the notes.

Table of Contents**USE OF PROCEEDS**

We anticipate the net proceeds from the issue and sale of the notes, after deducting underwriting discounts and commissions and our estimated expenses, will be approximately US\$4,964,900,000. We intend to use the net proceeds from the offering of the notes for general corporate purposes.

RATIO OF EARNINGS TO FIXED CHARGES

Shown below is the ratio of earnings to fixed charges for the BHP Billiton Group for the periods indicated.

	Year ended June 30,				
	2013	2012	2011	2010	2009
Ratio of earnings to fixed charges	14.8	24.5	48.6	31.7	16.8

We computed the ratio of earnings to fixed charges by dividing the amount of earnings by the amount of fixed charges. For the purposes of calculating this ratio, we have calculated earnings by adding pre-tax income before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investees, fixed charges and distributed income of equity investees. Interest capitalized and the minority interest in pre-tax income of subsidiaries that have not incurred fixed charges were subtracted from the total of the added items. Fixed charges consist of interest costs, both expensed and capitalized, a reasonable approximation of the interest component of rental expense and pre-tax earnings required to cover any preferred stock dividend requirements.

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The following table sets out the capitalization of the BHP Billiton Group at June 30, 2013, and as adjusted to give effect to this offering and the application of the proceeds thereof, in accordance with IFRS.

(in US\$ millions)	At June 30, 2013	
	Actual (unaudited)	As Adjusted ^(a)
Current interest bearing liabilities	5,303	5,303
Non-current interest bearing liabilities		
2.050% Senior Notes due 2018 offered hereby		498
3.850% Senior Notes due 2023 offered hereby		1,491
5.000% Senior Notes due 2043 offered hereby		2,478
Senior Floating Rate Notes due 2016 offered hereby		499
Other unsecured	28,368	28,368
Secured	1,494	1,494
Total non-current interest bearing liabilities	29,862	34,828
Equity		
Share capital		
BHP Billiton Limited	1,186	1,186
BHP Billiton Plc	1,069	1,069
Treasury shares held	(540)	(540)
Reserves	1,970	1,970
Retained earnings	66,979	66,979
Minority interests	1,371	1,371
Total equity	72,035	72,035
Total capitalization	107,200	112,166

(a) Adjusted to show the proceeds to the issuer before expenses of the offering.

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The selected financial information for BHP Billiton reflects the combined operations of both BHP Billiton Limited and BHP Billiton Plc. BHP Billiton Limited and BHP Billiton Plc each reports, as its primary financial statements under the requirements of the SEC, the BHP Billiton Group's consolidated financial statements prepared in accordance with IFRS as issued by the International Accounting Standards Board and presented in US dollars.

The selected consolidated financial information for the BHP Billiton Group set forth below as at June 30, 2013 and 2012 and for the fiscal years ended June 30, 2013, 2012 and 2011 has been derived from and should be read in conjunction with and is qualified in its entirety by reference to the financial statements of the BHP Billiton Group for the corresponding periods and the accompanying notes thereto included in our Annual Report on Form 20-F for the fiscal year ended June 30, 2013 and incorporated by reference herein. The selected consolidated financial information for the BHP Billiton Group set forth below as at June 30, 2011, 2010 and 2009 and for the fiscal years ended June 30, 2010 and 2009 has been derived from and should be read in conjunction with and is qualified in its entirety by reference to the financial statements of the BHP Billiton Group for the corresponding periods and the accompanying notes thereto included in our Annual Reports on Form 20-F for the fiscal years ended June 30, 2011 and 2010, which are not incorporated by reference herein.

As permitted by AASB 2007-4 and IAS 31 Interests in Joint Ventures which became effective on July 1, 2007, the BHP Billiton Group recognizes its proportionate interests in the assets, liabilities, revenues and expenses of jointly controlled entities within each applicable line item of the financial statements.

(US\$ millions except per share data)	Year ended June 30,				
	2013	2012	2011	2010	2009
Consolidated Income Statement Data					
Revenue	65,968	72,226	71,739	52,798	50,211
Other income	4,130	906	531	528	589
Expenses excluding net finance costs	(50,873)	(49,380)	(40,454)	(33,295)	(38,640)
Profit from operations	19,225	23,752	31,816	20,031	12,160
Profit attributable to members of BHP Billiton Group	10,876	15,417	23,648	12,722	5,877
Dividends per ordinary share paid during the period (US cents)	114.0	110.0	91.0	83.0	82.0
Dividends per ordinary share declared in respect of the period (US cents)	116.0	112.0	101.0	87.0	82.0
Earnings per ordinary share (basic) (US cents) ^(a)	204.4	289.6	429.1	228.6	105.6
Earnings per ordinary share (diluted) (US cents) ^(a)	203.7	288.4	426.9	227.8	105.4
Number of ordinary shares (millions)					
At period end	5,348	5,348	5,350	5,589	5,589
Weighted average	5,322	5,323	5,511	5,565	5,565
Diluted	5,340	5,346	5,540	5,595	5,598

(US\$ millions)	As at June 30,				
	2013	2012	2011	2010	2009
Consolidated Balance Sheet Data					
Total assets	138,109	129,273	102,920	88,852	78,770
Total non-current portion of interest bearing liabilities ^(b)	29,862	24,962	12,388	13,573	15,325
Share capital (including share premium)	2,773	2,773	2,771	2,861	2,861
Equity attributable to members	70,664	65,870	56,762	48,525	39,954

- (a) The calculation of the number of ordinary shares used in the computation of basic earnings per share is the aggregate of the weighted average number of ordinary shares outstanding during the period of BHP Billiton Plc and BHP Billiton Limited after deduction of treasury shares and shares held by the Billiton share

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repurchase scheme and the Billiton Employee Share Ownership Trust, the BHP Performance Share Plan Trust and the BHP Bonus Equity Plan Trust and adjusting for a small number of BHP Billiton Limited bonus shares to be issued upon conversion of the outstanding partly paid shares to fully paid shares. Included in the calculation of fully diluted earnings per share are shares and options contingently issuable under employee share ownership plans.

- (b) For the fiscal year ended June 30, 2012, the balance includes non-current interest bearing liabilities of US\$163 million included in assets and liabilities held for sale in the BHP Billiton Group balance sheet.

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DESCRIPTION OF NOTES

The following description of the particular terms of the notes supplements the description of the general terms and provisions of the debt securities set forth in the attached prospectus. See "Description of Debt Securities That We May Offer" beginning on page 9 of the attached prospectus. To the extent the following description is inconsistent with that set forth in the attached prospectus, the following description replaces that in the attached prospectus.

General

The 2018 fixed rate notes will be issued in an aggregate principal amount of US\$500,000,000 and will mature on September 30, 2018. The 2023 fixed rate notes will be issued in an aggregate principal amount of US\$1,500,000,000 and will mature on September 30, 2023. The 2043 fixed rate notes will be issued in an aggregate principal amount of US\$2,500,000,000 and will mature on September 30, 2043. The 2016 floating rate notes will be issued in an initial aggregate principal amount of US\$500,000,000 and will mature on September 30, 2016. Book-entry interests in the notes will be issued in minimum denominations of US\$2,000 and in integral multiples of US\$1,000. The notes and guarantees will be governed by New York law.

The notes will be unsecured, unsubordinated indebtedness of BHP Billiton Finance (USA) Limited and will rank equally with all of the issuer's other unsecured and unsubordinated indebtedness from time to time outstanding.

BHP Billiton Plc and BHP Billiton Limited each will unconditionally guarantee on an unsubordinated basis the due and punctual payment of interest on and principal of the notes, when and as any such payments become due and payable, whether at maturity, upon redemption or declaration of acceleration, or otherwise. The guarantees of the notes will be unsecured, unsubordinated obligations of BHP Billiton Plc and BHP Billiton Limited. The guarantees will rank equally with all other unsecured and unsubordinated indebtedness of BHP Billiton Plc and BHP Billiton Limited from time to time outstanding. Because BHP Billiton Plc and BHP Billiton Limited are holding companies, the notes will effectively be subordinated to any indebtedness of each of their subsidiaries.

The corporate trust office of the trustee in the City of New York is currently designated as the principal paying agent. We may at any time designate additional paying agents or rescind the designation of paying agents or approve a changing in the office through which any paying agent acts.

Payment of principal of and interest on the notes, so long as the notes are represented by global notes, as discussed below, will be made in immediately available funds. Beneficial interests in the global notes will trade in the same-day funds settlement system of The Depository Trust Company (DTC) and secondary market trading activity in such interests will therefore settle in same-day funds.

Interest

Fixed rate notes

The 2018 fixed rate notes will bear interest at a rate of 2.050% per annum, the 2023 fixed rate notes will bear interest at a rate of 3.850% per annum, and the 2043 fixed rate notes will bear interest at a rate of 5.000% per annum, in each case, payable semi-annually in arrears on March 30 and September 30 of each year, commencing March 30, 2014. The regular record dates for payments of interest will be March 15 and September 15. Interest on the notes will be computed on the basis of a 360-day year of twelve 30-day months. If any interest payment date falls on a date that is not a Business Day, interest will be paid on the next Business Day.

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with the same force and effect as if made on such interest payment date. **Business Day** means each Monday, Tuesday, Wednesday, Thursday and Friday which is not a day on which banking institutions in that place of payment or in New York City or in London are authorized or obligated by law or executive order to close.

2016 floating rate notes

The floating rate notes will bear interest at a rate per annum, reset quarterly, equal to LIBOR plus 0.25%, as determined by the calculation agent (the calculation agent), which shall initially be The Bank of New York Mellon. Interest on the 2016 floating rate notes is payable quarterly in arrears on March 30, June 30, September 30 and December 30, commencing December 30, 2013. The regular record dates for payments of interest will be the close of business the 15th calendar day preceding the interest payment date. Interest on the floating rate notes will be computed on the basis of a 360-day year and the actual number of days in the Interest Period in which it accrues. If any interest payment date falls on a day that is not a Business Day, interest will be paid on the next succeeding Business Day unless such Business Day falls in the next succeeding calendar month, in which case payment will be made on the Business Day immediately preceding such interest payment date.

Set forth below is a summary of certain of the defined terms of the 2016 floating rate notes:

Determination Date, with respect to an Interest Period, will be the second London Banking Day preceding the first day of such Interest Period.

Interest Period means the period commencing on and including an interest payment date and ending on and including the day immediately preceding the next succeeding interest payment date, with the exception that the first Interest Period shall commence on and include the issue date and end on and include December 29, 2013.

LIBOR, with respect to any Interest Period, will be the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period beginning on the second London Banking Day after the Determination Date that appears on Reuters LIBOR01 Page as of 11:00 a.m., London time, on the Determination Date. If Reuters LIBOR01 Page does not include such a rate or is unavailable on a Determination Date, the calculation agent will request the principal London office of each of four major banks in the London interbank market, as selected by the calculation agent (at the written direction of the issuer), to provide such bank's offered quotation (expressed as a percentage per annum), as of approximately 11:00 a.m., London time, on such Determination Date, to prime banks in the London interbank market for deposits in a Representative Amount in U.S. dollars for a three-month period beginning on the second London Banking Day after the Determination Date. If at least two such offered quotations are so provided, the rate for the Interest Period will be the arithmetic mean of such quotations. If fewer than two such quotations are so provided, the calculation agent will request each of three major banks in New York City, as selected by the calculation agent (at the written direction of the issuer), to provide such bank's rate (expressed as a percentage per annum), as of approximately 11:00 a.m., New York City time, on such Determination Date, for loans in a Representative Amount in U.S. dollars to leading European banks for a three-month period beginning on the second London Banking Day after the Determination Date. If at least two such rates are so provided, the rate for the Interest Period will be the arithmetic mean of such rates. If fewer than two such rates are so provided, then the rate for the Interest Period will be the rate in effect with respect to the immediately preceding Interest Period.

London Banking Day is any day on which dealings in U.S. dollars are transacted or, with respect to any future date, are expected to be transacted in the London interbank market.

Representative Amount means a principal amount of not less than US\$1,000,000 for a single transaction in the relevant market at the relevant time.

Reuters LIBOR01 Page means the display so designated on the Reuters 3000 Xtra (or such other page as may replace that page on that service, or such other service as may be nominated as the information vendor, for the purpose of displaying rates or prices comparable to the London Interbank Offered rate for U.S. dollar deposits).

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All percentages resulting from any of the above calculations will be rounded, if necessary, to the nearest one hundred thousandth of a percentage point, with five one-millionths of a percentage point being rounded upwards (e.g., 9.876545% (or .09876545) being rounded to 9.87655% (or .0987655)) and all dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one-half cent being rounded upwards).

The interest rate on the 2016 floating rate notes will in no event be higher than the maximum rate permitted by New York law as the same may be modified by United States law of general application.

The calculation agent will, upon the request of the holder of any 2016 floating rate note, provide the interest rate then in effect with respect to that note. All calculations made by the calculation agent in the absence of manifest error will be conclusive for all purposes and binding on the issuer, the guarantors and the holders of the 2016 floating rate notes.

Optional make-whole redemption

We may redeem any series of the fixed rate notes in whole or in part, at our option at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed and (ii) as certified to the trustee by us, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 15 basis points in the case of the 2018 fixed rate notes, 20 basis points in the case of the 2023 fixed rate notes and 20 basis points in the case of the 2043 fixed rate notes, together with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. In connection with such optional redemption the following defined terms apply:

Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity (computed as of the third Business Day immediately preceding that redemption date) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

Comparable Treasury Issue means the United States Treasury security selected by the Independent Investment Banker that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the relevant series of notes.

Independent Investment Banker means one of the Reference Treasury Dealers appointed by us to act as the Independent Investment Banker .

Comparable Treasury Price means, with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third Business Day preceding that redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated Composite 3:30 p.m. Quotations for U.S. Government Securities or (ii) if such release (or any successor release) is not published or does not contain such prices on such Business Day, (A) the average of the Reference Treasury Dealer Quotations for that redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (B) if the Independent Investment Banker for the notes obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.

Reference Treasury Dealer means each of Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC, and, in each case, their respective successors and one other nationally recognized investment banking firm that is a Primary Treasury Dealer specified from time to time by us, provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a Primary Treasury Dealer), we shall substitute therefor another nationally recognized investment banking firm that is a Primary Treasury Dealer.

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Reference Treasury Dealer Quotation means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the third Business Day preceding that redemption date.

Remaining Scheduled Payments means, with respect to each note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related redemption date but for such redemption, provided, however, that, if that redemption date is not an interest payment date with respect to such notes, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to that redemption date.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of the notes to be redeemed. On and after any redemption date, interest will cease to accrue on the notes or any portion thereof called for redemption. On or before any redemption date, we shall deposit with a paying agent (or the trustee) money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed on such date. If less than all of a series of notes is to be redeemed, the notes to be redeemed shall be selected by the trustee by such method as the trustee shall deem fair and appropriate. The redemption price shall be calculated by the Independent Investment Banker and us, and the trustee and any paying agent for the notes shall be entitled to rely on such calculation.

Tax redemption

In the event of various tax law changes after the date of this prospectus supplement and other limited circumstances that would require us to pay additional amounts as described in the attached prospectus on page 18 under **Description of Debt Securities That We May Offer Special Situations Payment of Additional Amounts**, BHP Billiton Finance (USA), BHP Billiton Plc or BHP Billiton Limited may call all, but not less than all, of the notes for redemption. This means we may repay the notes prior to the stated maturity date of the notes. Our ability to redeem the notes is discussed in greater detail on page 17 of the attached prospectus under **Description of Debt Securities That We May Offer Special Situations Optional Tax Redemption**. If we call the notes as a result of such tax law changes, we must pay 100% of their principal amount. We will also pay the holders accrued interest if we have not otherwise paid interest through, but not including, the redemption date. Notes will stop bearing interest on the redemption date, even if the holders do not collect their money.

In either of the situations discussed above, we will give notice to DTC of any redemption we propose to make at least 30 days, but not more than 60 days, before the redemption date. Notice by DTC to participating institutions and by these participants to street name holders of indirect interests in the notes will be made according to arrangements among them and may be subject to statutory or regulatory requirements.

Defeasance and discharge

We may release ourselves from any payment or other obligations on the notes as described under **Description of Debt Securities That We May Offer Defeasance and Covenant Defeasance Defeasance and Discharge** on page 23 of the attached prospectus.

Trustee

The trustee under the indenture governing the notes is The Bank of New York Mellon. See **Description of Debt Securities That We May Offer** on page 9 in the attached prospectus for a description of the trustee's duties generally and the procedures and remedies available to it in the event of a default under the notes.

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MATERIAL TAX CONSIDERATIONS

European Union Savings Directive

We have been advised that the Council of the European Union has adopted a Directive regarding the taxation of savings income (European Council Directive 2003/48/EC, the Directive). Under the Directive, Member States are required to provide to the tax authorities of another Member State information regarding payments of interest or other similar income paid by a person within their jurisdiction to, or collected by such a person for, an individual resident or certain limited types of entities established, in that other Member State. However, Luxembourg and Austria will instead (unless during that period they elect otherwise) operate a withholding system for a transitional period in relation to those payments, the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories have agreed to adopt similar measures (some of which involve a withholding system). Luxembourg has announced that it will no longer apply the withholding system as from January 1, 2015, and will exchange information automatically under the Directive. On November 13, 2008, the European Commission published a proposal for amendments to the Directive and the European Parliament approved an amended version of this proposal on April 24, 2009. If implemented, the suggested changes would broaden the scope of the requirements described above. Holders should consult their tax advisors regarding the implications of the Directive in their particular circumstances.

The Proposed Financial Transactions Tax (FTT)

The European Commission has published a proposal for a directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the participating Member States).

The proposed FTT has very broad scope and could, if introduced in its current form, apply to certain dealings in the debt securities (including secondary market transactions) in certain circumstances. The issue and subscription of debt securities should, however, be exempt.

Under current proposals the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the debt securities where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, established in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT proposal remains subject to negotiation between the participating Member States, and is the subject of legal challenge and a reported non-binding adverse opinion expressed by the legal service of the Council of the European Union. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of the debt securities are advised to seek their own professional advice in relation to the FTT.

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We have entered into an underwriting agreement dated September 25, 2013 relating to the notes and the guarantees with the underwriters for the offering named below (for whom Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC are acting as representatives). Subject to certain conditions, each underwriter has severally and not jointly agreed to purchase the principal amounts of the notes indicated in the following table at the price to investors less the underwriters' discount set forth on the cover page of this prospectus supplement.

Underwriters	Principal Amount of 2018 Fixed Rate Notes	Principal Amount of 2023 Fixed Rate Notes	Principal Amount of 2043 Fixed Rate Notes	Principal Amount of 2016 Floating Rate Notes
Barclays Capital Inc.	\$ 125,000,000	\$ 375,000,000	\$ 625,000,000	\$ 125,000,000
Goldman, Sachs & Co.	\$ 125,000,000	\$ 375,000,000	\$ 625,000,000	\$ 125,000,000
J.P. Morgan Securities LLC	\$ 125,000,000	\$ 375,000,000	\$ 625,000,000	\$ 125,000,000
ANZ Securities, Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
BBVA Securities Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Banca IMI S.p.A.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
BNP Paribas Securities Corp.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
CIBC World Markets Corp.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Citigroup Global Markets Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Credit Agricole Securities (USA) Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Deutsche Bank Securities Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
HSBC Securities (USA) Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
ING Financial Markets LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Lloyds Securities Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Merrill Lynch, Pierce, Fenner & Smith				
Incorporated	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Mitsubishi UFJ Securities (USA), Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Mizuho Securities USA Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
nabSecurities, LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
RBC Capital Markets, LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
RBS Securities Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Santander Investment Securities Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Scotia Capital (USA) Inc.	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
SG Americas Securities, LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
SMBC Nikko Capital Markets Limited	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Standard Chartered Bank	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
TD Securities (USA) LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
UBS Securities LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
UniCredit Capital Markets LLC	\$ 5,000,000	\$ 15,000,000	\$ 25,000,000	\$ 5,000,000
Total	US\$ 500,000,000	US\$ 1,500,000,000	US\$ 2,500,000,000	US\$ 500,000,000

Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC are the joint book-runners for the offering of the notes.

The underwriting agreement provides that the obligations of the several underwriters to purchase the notes included in this offering are subject to certain conditions.

The underwriters are obligated to purchase all the notes if they purchase any of the notes. The underwriting agreement does not provide for any increase in the aggregate principal amount of the notes being offered in this offering. However, we may issue further notes. See the section entitled "Description of Debt Securities That We May Offer - Default and Related Matters - Further Issues" on page 25 in the attached prospectus.

Standard Chartered Bank will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA. Banca IMI S.p.A.

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is not a U.S. registered broker-dealer, and will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA.

The issuer and the guarantors have jointly and severally agreed to indemnify the several underwriters against various liabilities, including liabilities under the Securities Act of 1933.

The distribution

We have been advised by the underwriters that they propose initially to offer the notes to the public at the prices to investors set forth on the cover page of this prospectus supplement. After the initial public offering, the prices to investors may be changed by the underwriters at their own initiative. The offering of the notes by the underwriters is subject to the underwriters' right to reject any order in whole or in part.

Purchasers of the notes may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the prices to investors set forth on the cover page of this prospectus supplement.

No assurance can be given as to the liquidity of, or the trading markets for, the notes. We have been advised by the underwriters that they intend to make a market in the notes, but they are not obligated to do so and may discontinue such market-making at any time without notice.

In connection with the offering, the underwriters may purchase and sell notes in the open market. These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions. Over-allotment involves syndicate sales of notes in excess of the principal amount of notes to be purchased by the underwriters in this offering, which creates a syndicate short position. Syndicate covering transactions involve purchases of the notes in the open market after the distribution has been completed in order to cover syndicate short positions. Stabilizing transactions consist of certain bids or purchases of notes made for the purpose of preventing or retarding a decline in the market price of the notes while the offering is in progress.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased notes sold by or for the account of such underwriter in stabilizing or short covering transactions.

These activities by the underwriters may stabilize, maintain or otherwise affect the market price of the notes. As a result, the prices of the notes may be higher than the price that otherwise might exist in the open market. If the underwriters commence these activities, they may discontinue the activities at any time. These transactions may be effected in the over-the-counter market or otherwise.

We estimate that our share of the total expenses of the offering, excluding underwriting discounts, will be approximately US\$500,000.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Certain of the underwriters and their respective affiliates have provided, and may in the future provide, a variety of these services to us and to persons and entities with relationships with us for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the issuer (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with us. The underwriters and their respective affiliates

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may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

No prospectus or other disclosure document in relation to the notes has been lodged with the Australian Securities and Investments Commission or the Australian Securities Exchange Limited. Each underwriter has represented and agreed that it:

- (a) has not made or invited, and will not make or invite, an offer of the notes for issue or sale in Australia, including an offer or invitation which is received by a person in Australia; and
- (b) has not distributed or published, and will not distribute or publish, the prospectus supplement or prospectus or any other offering material or advertisement relating to the notes in Australia, unless, in the case of either (a) or (b):
- (c) the minimum aggregate consideration payable by each offeree is at least A\$500,000, disregarding moneys lent by the offeror or its associates, or the offer otherwise does not require disclosure to investors in accordance with Part 6D.2 of the Australian Corporations Act 2001 (Cth); and
- (d) such action complies with all applicable laws and regulations.

Each of the underwriters has severally represented, warranted and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (FSMA)) received by it in connection with the issue or sale of the notes in circumstances in which section 21(1) of the FSMA does not apply to the issuer or the guarantors; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

This prospectus supplement is not a prospectus for the purpose of the Prospectus Directive.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in the Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus supplement to the public in that Relevant Member State other than:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 100, or, if the Relevant Member State has implemented the provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the lead underwriter; or
- (c) in any other circumstances falling within Article 3(2) of the Prospective Directive.

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provided that no such offer of notes shall require the issuer, the guarantors or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

None of the issuer, the guarantors or the underwriters have authorized, nor do they authorize, the making of any offer of the notes in circumstances in which an obligation arises for the issuer, the guarantors or the underwriters to publish a prospectus for such offer.

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For the purposes of this provision, the expression "offer of the notes to the public" in relation to any of the notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that member state by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC have agreed, severally and not jointly, that they will offer the notes (i) to at least 10 persons, each of whom is carrying on a business of providing finance or investing or dealing in securities in the course of operating in a financial market, and is not known or suspected to be an associate (as defined in section 128F(9) of the Income Tax Assessment Act 1936 of Australia (Australian Tax Act)) of any other persons to whom the offer is made by the underwriter under this section; or (ii) in such other manner as which satisfies section 128F(3) of the Australian Tax Act. Such offers will be made within 30 days of Barclays Capital Inc., Goldman, Sachs & Co. and J.P. Morgan Securities LLC being unconditionally obliged to offer the notes for sale.

Each underwriter has represented and warranted that it is and will be acting as an underwriter in the course of carrying on a business of providing finance, or investing or dealing in securities in the course of operating in financial markets.

Each underwriter has represented and agreed that, in connection with the primary distribution of the notes, it will not (directly or indirectly) sell notes to any person if, at the time of such sale, the employees of the underwriter who are involved in making the offer, effecting the sale or otherwise directly involved in the sale knew or had reasonable grounds to suspect that, as a result of such sale, any notes (or an interest in any notes) was being, or would be, acquired (directly or indirectly) by an Offshore Associate (as defined below) other than in the capacity of a dealer, manager or underwriter in relation to the placement of those notes or in the capacity of a clearing house, custodian, funds manager or responsible entity of an Australian registered scheme. For the avoidance of doubt, if the relevant employees of an underwriter do not know, or do not have reasonable grounds to suspect, that a person is an associate of the issuer or one of the guarantors, nothing in this paragraph obliges that underwriter to make positive inquiries of that person to confirm that person is not an Offshore Associate. In this paragraph, "Offshore Associate" means an associate (as defined in section 128F(9) of the Australian Tax Act) of the issuer or one of the guarantors that is either a non-resident of Australia that does not acquire the notes in carrying on a business at or through a permanent establishment in Australia, or a resident of Australia that acquires the notes at or through a permanent establishment outside Australia.

The notes are offered in a global offering for sale in those jurisdictions in the United States, the European Economic Area, Australia and elsewhere where it is lawful to make such offers.

We are not aware that any of our major shareholders, directors or executive officers intend to subscribe for notes in this offering or that any person intends to subscribe for more than 5% of the aggregate principal amount of the notes offered in this offering.

The addresses of the joint book-runners are: Barclays Capital Inc., 745 Seventh Avenue, New York, New York 10019, Goldman, Sachs & Co., 200 West Street, New York, New York 10282 and J.P. Morgan Securities LLC, 383 Madison Avenue, New York, New York 10179.

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LEGAL MATTERS

The validity of the notes and guarantees will be passed upon for the BHP Billiton Group by Sullivan & Cromwell, Melbourne, Australia as to certain matters of New York law and by Sullivan & Cromwell LLP, London, England as to certain matters of English law. The validity of the notes and guarantees will be passed upon for the BHP Billiton Group by internal legal counsel to the BHP Billiton Group as to certain matters of Australian law. Internal legal counsel to the BHP Billiton Group will also pass upon certain other matters relating to the notes and guarantees as a matter of English law.

Certain legal matters relating to the offering will be passed upon for the underwriters by Sidley Austin, Sydney, Australia.

EXPERTS

The consolidated financial statements of the BHP Billiton Group as of June 30, 2013 and 2012, and for each of the years in the three-year period ended June 30, 2013 and management's assessment of the effectiveness of internal control over financial reporting as of June 30, 2013 have been incorporated by reference herein and in the registration statement in reliance upon the reports of KPMG Audit Plc, independent registered public accounting firm, United Kingdom, and KPMG, independent registered public accounting firm, Australia, incorporated by reference herein, and upon the authority of such firms as experts in accounting and auditing.

LIMITATION ON INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S LIABILITY

The liability of KPMG Australia in relation to the performance of their professional services to BHP Billiton Limited including, without limitation, KPMG Australia's audits of our financial statements described under "Experts", is limited under the Institute of Chartered Accountants in Australia (NSW) Scheme approved under the Professional Standards Act of 1994 (NSW), including the Treasury Legislation Amendment (Professional Standards) Act (the "Accountants Scheme"). The Accountants Scheme limits the civil liability of KPMG Australia to ten times reasonable fees for the service up to \$75 million. The Accountants Scheme does not limit liability for breach of trust, fraud or dishonesty.

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PROSPECTUS

Debt Securities
BHP Billiton Finance (USA) Limited
Fully and unconditionally guaranteed by
BHP Billiton Limited
and
BHP Billiton Plc

BHP Billiton Finance (USA) Limited may sell debt securities to the public from time to time in one or more series.

The debt securities will be issued by BHP Billiton Finance (USA) Limited and will be guaranteed by each of BHP Billiton Limited, an Australian corporation, and BHP Billiton Plc, an English public limited company.

We urge you to read this prospectus and the attached prospectus supplement, which will describe the specific terms of the debt securities, carefully before you make your investment decision. We may sell these securities to or through underwriters as well as to other purchasers or through agents. The names of the underwriters or agents will be included in the prospectus supplement.

See Risk Factors beginning on page 1 for a discussion of material risks that you should consider before investing in the debt securities.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offence.

This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement.

The date of this prospectus is September 18, 2012.

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RISK FACTORS

Investing in the debt securities offered by this prospectus involves risk. We have set forth risk factors relating to our business in our most recent annual report on Form 20-F, which is incorporated by reference in this prospectus. We also set forth below certain additional risk factors that relate specifically to the securities we may offer using this prospectus. We may include further risk factors in more recent reports on Form 6-K incorporated in this prospectus by reference or in a prospectus supplement.

You should carefully consider all of these risks, as well as the other information in, or incorporated by reference in, the prospectus and any prospectus supplement before you decide whether to buy the debt securities. If any of the situations described in these risks actually occurs, our business, financial condition and results of operations would likely suffer. In this case, any trading price of the debt securities could decline and you could lose all or part of your investment.

Risks relating to the Debt Securities

Since BHP Billiton Plc and BHP Billiton Limited are holding companies and conduct their operations through subsidiaries, your right to receive payments on the guarantees is subordinated to the other liabilities of their subsidiaries other than BHP Billiton Finance (USA).

BHP Billiton Plc and BHP Billiton Limited are organized as holding companies and substantially all of their operations are carried on through subsidiaries. Their principal source of income is the dividends and distributions they receive from their subsidiaries. The ability of BHP Billiton Plc and BHP Billiton Limited to meet their financial obligations is dependent upon the availability of cash flows from their subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. These subsidiaries and affiliated companies are not required and may not be able to pay dividends to BHP Billiton Plc and BHP Billiton Limited.

Claims of the creditors of the subsidiaries of BHP Billiton Plc and of the subsidiaries of BHP Billiton Limited have priority as to the assets of such subsidiaries over the claims of BHP Billiton Plc or BHP Billiton Limited. Consequently, on the insolvency of BHP Billiton Plc and BHP Billiton Limited and their respective subsidiaries, holders of debt securities issued by the issuer and guaranteed by BHP Billiton Plc and BHP Billiton Limited are structurally subordinated to the prior claims of the creditors of subsidiaries of BHP Billiton Plc and BHP Billiton Limited other than the issuer.

In addition, some of these subsidiaries are subject to laws restricting the amount of dividends they may pay. For example, these laws may prohibit dividend payments when net assets would fall below subscribed share capital, when the subsidiary lacks available profits or when the subsidiary fails to meet certain capital and reserve requirements. English law prohibits those subsidiaries incorporated in the United Kingdom from paying dividends unless these payments are made out of distributable profits. Australian law prohibits the payment of dividends unless the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend, the payment of the dividend is fair and reasonable to the company's shareholders as a whole and the payment of the dividend does not materially prejudice the company's ability to pay its creditors. Other statutory and general law obligations also affect the ability of directors of these subsidiaries to declare dividends and the ability of these subsidiaries to make payments to BHP Billiton Plc or BHP Billiton Limited on account of intercompany loans.

Since the debt securities are unsecured, your right to receive payments may be adversely affected.

The debt securities will be unsecured. At 30 June 2012, the BHP Billiton Group had US\$1,707 million aggregate principal amount of secured indebtedness outstanding. If BHP Billiton Finance (USA) defaults on the debt securities or BHP Billiton Limited or BHP Billiton Plc defaults on the guarantees, or after the bankruptcy,

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liquidation or reorganization of any of them, then, to the extent that the issuer or the guarantors have granted security over their assets, the assets that secure those debts will be used to satisfy the obligations under that secured debt before any payment on the debt securities or the guarantees can be made. There may only be limited

assets available to make payments on the debt securities or the guarantees in the event of an acceleration of the debt securities. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness.

If the issuer defaults on the debt securities, or the guarantors default on the guarantees, your right to receive payments on the guarantees may be adversely affected by English or Australian insolvency laws.

BHP Billiton Plc is incorporated under the laws of England and Wales. Accordingly, insolvency proceedings with respect to BHP Billiton Plc would be likely to proceed under, and be governed by, English insolvency law. The procedural and substantive provisions of English insolvency laws generally are more favorable to secured creditors than comparable provisions of United States law. These provisions afford debtors and unsecured creditors only limited protection from the claims of secured creditors and it will generally not be possible for the guarantors, the issuer or other unsecured creditors to prevent or delay the secured creditors from enforcing their security to repay the debts due to them.

BHP Billiton Limited and BHP Billiton Finance (USA) are incorporated under the laws of the Commonwealth of Australia and, therefore, insolvency proceedings with respect to them would be likely to proceed under, and be governed by, Australian insolvency law. The procedural and substantive provisions of Australian insolvency laws are also generally more favorable to secured creditors than comparable provisions of United States law. These provisions afford debtors and unsecured creditors only limited protection from the claims of secured creditors and it will generally not be possible for the guarantors, the issuer or other unsecured creditors to prevent or delay the secured creditors from enforcing their security to repay the debts due to them.

There is no established trading market for the debt securities that BHP Billiton Finance (USA) is offering and one may not develop.

The debt securities will be new securities for which there currently is no established trading market. There is a risk regarding the future development of a market for the debt securities or the ability of holders of the debt securities to sell their debt securities or the price at which such holders may be able to sell their debt securities. If such a market were to develop, the debt securities could trade at prices that may be lower than the initial public offering price depending on many factors, including prevailing interest rates, BHP Billiton Group's operating results and the market for similar securities. Therefore, there is a risk as to the liquidity of any trading market for the debt securities or that an active public market for the debt securities will not develop.

Since the issuer and the guarantors reside outside the United States and a substantial portion of their respective assets is located outside the United States, there is a risk that service of process, enforcement of judgments and bringing of original actions will be more difficult.

The issuer and BHP Billiton Limited are corporations organized under the laws of the Commonwealth of Australia. BHP Billiton Plc is a public limited company incorporated under the laws of England and Wales.

Substantially all the directors and officers of these companies, and some of the experts named in this document, reside outside the United States, principally in Australia and the United Kingdom. A substantial portion of the assets of these companies, and the assets of the directors, officers and experts, is located outside the United States. Therefore, you may not be able to effect service of process within the United States upon these companies or persons so that you may enforce judgments of United States courts against them based on the civil liability provisions of the United States federal securities laws. In addition, you may have difficulty bringing an original action in an Australian or United Kingdom court to enforce liabilities against any of these companies or any person described above based on U.S. federal securities laws.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the SEC) using the shelf registration, or continuous offering, process. Under this shelf registration process, we may sell the debt securities described in this prospectus from time to time in one or more offerings.

This prospectus provides you with a general description of the debt securities we may offer. Each time we sell debt securities, we will provide a prospectus supplement containing specific information about the terms of the debt securities. The prospectus supplement may also add to, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in that prospectus supplement. You should read both this prospectus and the applicable prospectus supplement together with the additional information described on page 3 under the heading **Where You Can Find More Information About the BHP Billiton Group**.

The registration statement containing this prospectus, including exhibits to the registration statement, provides additional information about us and the debt securities offered under this prospectus. The registration statement can be read at the SEC offices and its website as described under the heading **Where You Can Find More Information About the BHP Billiton Group**.

When acquiring any debt securities discussed in this prospectus, you should rely only on the information provided in this prospectus and in any prospectus supplement, including the information incorporated by reference (see the discussion on page 4 under the heading **Incorporation of Information We File with the SEC**). Neither we, nor any underwriters or agents, have authorized anyone to provide you with different information. We are not offering the debt securities in any jurisdiction where the offer is prohibited. You should not assume that the information in this prospectus, any prospectus supplement, or any document incorporated by reference, is truthful or complete at any date other than the date mentioned on the cover page of these documents.

We may sell the debt securities to underwriters who will sell the debt securities to the public on terms fixed at the time of sale. In addition, the debt securities may be sold by us directly or through dealers or agents we designate from time to time. If we, directly or through agents, solicit offers to purchase any debt securities, we reserve the right to accept and, together with our agents, to reject, partially or entirely, any of those offers.

An applicable prospectus supplement will contain the names of any underwriters, dealers or agents together with the terms of an offering of debt securities, the compensation of those underwriters, and the net proceeds to us. Any underwriters, dealers or agents participating in an offering of debt securities may be considered underwriters within the meaning of the U.S. Securities Act of 1933, as amended (the Securities Act of 1933).

In this prospectus, the terms we, our, us, BHP Billiton and BHP Billiton Group refer to BHP Billiton Limited and BHP Billiton Plc, together with their respective subsidiaries (including the issuer). BHP Billiton Plc Group refers to the group that is BHP Billiton Plc and its subsidiary companies. BHP Billiton Limited Group refers to the group that is BHP Billiton Limited and its subsidiary companies. BHP Billiton Plc refers to the parent entity that was formerly Billiton Plc before the implementation of the dual listed company structure and BHP Billiton Limited refers to the parent entity that was formerly BHP Limited before the dual listed company structure. We refer to BHP Billiton Finance (USA) Limited as BHP Billiton Finance (USA) or the issuer. We refer to BHP Billiton Limited and BHP Billiton Plc together as the guarantors.

WHERE YOU CAN FIND MORE INFORMATION ABOUT THE BHP BILLITON GROUP

BHP Billiton Limited and BHP Billiton Plc file annual and other reports and other information with the SEC. You may read and copy any document that either BHP Billiton Limited or BHP Billiton Plc files at the

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SEC's public reference room located at 100 F Street, NE Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, the SEC maintains an Internet site (www.sec.gov) that contains reports filed by us. American depositary shares representing ordinary shares of BHP Billiton Limited are listed on the New York Stock Exchange, and its ordinary shares are listed on the Australian Stock Exchange. American depositary shares representing ordinary shares of BHP Billiton Plc are listed on the New York Stock Exchange, and its ordinary shares are admitted to the Official List of the Financial Services Authority in its capacity as competent authority under the Financial Services Act 1986, referred to as the UK Listing Authority, and the London Stock Exchange Plc for trading on the London Stock Exchange's market for listed securities. Such documents are not incorporated into this prospectus.

We will make available to the holders of debt securities, at the corporate trust office of the trustee under the indenture governing the debt securities, copies of the indenture as well as our most recent annual report on Form 20-F, including a review of operations, and annual audited consolidated financial statements prepared in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board, or IFRS. We will also make available at the corporate trust office of the trustee our semi-annual consolidated financial statements, prepared in accordance with IFRS.

INCORPORATION OF INFORMATION WE FILE WITH THE SEC

The SEC allows BHP Billiton Limited and BHP Billiton Plc to incorporate by reference the information each of them files or furnishes with the SEC. This permits BHP Billiton Limited and BHP Billiton Plc to disclose important information to you by referring you to these filed or furnished documents. Any information referenced in this way is considered part of this prospectus, and any information that we file or furnish with the SEC subsequent to this prospectus and incorporate by reference into this prospectus will automatically be deemed to update and supersede this information, as described in more detail below. We incorporate by reference the following documents that have been filed with the SEC:

The Annual Report on Form 20-F of BHP Billiton Limited and BHP Billiton Plc for the fiscal year ended June 30, 2012.

We also incorporate by reference any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the Securities Exchange Act of 1934), including but not limited to any future report on Form 20-F of BHP Billiton Limited and BHP Billiton Plc, until we terminate the offering of securities contemplated by any prospectus supplement to this prospectus. In addition, we may incorporate by reference some future reports on Form 6-K, but only to the extent that the forms expressly state that we incorporate them by reference in this prospectus. Any statement contained herein, or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of the registration statement and this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the registration statement or this prospectus.

We will provide without charge, upon written or oral request, a copy of any or all of the documents incorporated by reference in this prospectus, other than exhibits which are specifically incorporated by reference in such documents. Requests should be directed to BHP Billiton, 180 Lonsdale Street, Melbourne, Victoria 3000, Australia, Telephone 011 61 3 9609 3333.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus and any prospectus supplement may constitute forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934), which are subject to various risks and uncertainties. These statements can be identified by the use of forward-looking terminology such as intend, aim, project, anticipate, estimate, plan, believe expect, may, should, will, continue, or other similar words. These future expectations concerning the results of operations or financial condition, or provide other forward looking statements. Our actual results, performance or achievements could be significantly different from the results expressed in, or implied by, those forward-looking statements. You should not place undue reliance on any forward looking statement, which speaks only as of the date made.

These statements include, but are not limited to, the information regarding:

estimated reserves;

trends in commodity prices and currency exchange rates;

demand for commodities;

plans, strategies and objectives of management;

closure or divestment of certain operations or facilities (including associated costs);

anticipated production or construction commencement dates;

expected costs or production output;

anticipated productive lives of projects, mines and facilities;

provisions and contingent liabilities; and

tax and regulatory developments.

These forward looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this prospectus. When considering these forward-looking statements, you should keep in mind the cautionary statements contained or incorporated by reference in this prospectus. These statements describe circumstances that could cause actual results to differ materially from those contained in any forward looking statement.

For example, our future revenues from our operations, projects or mines described in this prospectus and the attached prospectus supplement (including the documents incorporated by reference herein or therein) will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project or the expansion of certain facilities or mines. Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our

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ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets; the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce; activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty; and other factors identified in the description of the risk factors described elsewhere in this prospectus (including the documents incorporated by reference). We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of such operations or facilities, including associated costs, actual production or commencement dates, cost or production output, or anticipated lives of the projects, mines and facilities discussed in this prospectus will not differ materially from the statements contained in this prospectus.

Except as required by applicable regulations or by law, we do not undertake any obligation to publicly update or review any forward looking statements, whether as a result of new information or future events.

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THE BHP BILLITON GROUP

We are BHP Billiton, a leading global resources company. Our purpose is to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.

Our strategy is to own and operate large, long-life, low-cost, expandable, upstream assets diversified by commodity, geography and market.

This strategy means more predictable business performance over time which, in turn, underpins the creation of value for our shareholders, customers, employees and, importantly, the communities in which we operate.

We are among the world's top producers of major commodities, including aluminum, energy coal, metallurgical coal, copper, manganese, iron ore, uranium, nickel and silver and have substantial interests in oil and gas.

The Group is headquartered in Melbourne, Australia, and consists of the BHP Billiton Limited Group and the BHP Billiton Plc Group as a combined enterprise, following the completion of the Dual Listed Company (DLC) merger in June 2001.

BHP Billiton Limited and BHP Billiton Plc have each retained their separate corporate identities and maintained their separate stock exchange listings, but they are operated and managed as a single unified economic entity, with their boards and senior executive management comprising the same people.

BHP Billiton Limited has a primary listing on the Australian Securities Exchange (ASX) in Australia and BHP Billiton Plc has a premium listing on the UK Listing Authority's Official List and its ordinary shares are admitted to trading on the London Stock Exchange (LSE) in the United Kingdom. BHP Billiton Plc also has a secondary listing on the Johannesburg Stock Exchange in South Africa. In addition, BHP Billiton Limited American Depository Receipts (ADRs) and BHP Billiton Plc ADRs trade on the New York Stock Exchange (NYSE) in the United States.

As at June 30, 2012, we had a market capitalization of approximately US\$160.6 billion. For the fiscal year ended June 30, 2012, we reported net operating cash flow of US\$24.384 billion, profit attributable to shareholders of US\$15.417 billion and revenue of US\$72.226 billion. We have approximately 125,000 employees and contractors working in more than 100 locations worldwide.

We operate eight businesses, called Customer Sector Groups (CSGs):

Petroleum

Aluminium*

Base Metals (including Uranium)

Diamonds and Specialty Products

Stainless Steel Materials*

Iron Ore

Manganese

Metallurgical Coal

Energy Coal

- * In May 2012, we announced that our Stainless Steel Materials and Aluminium CSGs would consolidate into a single CSG named Aluminium and Nickel. In our annual report on Form 20-F for the year ended June 30, 2012, Aluminium and Stainless Steel Materials are reported separately.

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BHP BILLITON FINANCE (USA) LIMITED

BHP Billiton Finance (USA) Limited, a corporation organized under the laws of the Commonwealth of Australia, is a wholly-owned finance subsidiary of BHP Billiton Limited. BHP Billiton Finance (USA) Limited was formed for the purpose of borrowing on behalf of the BHP Billiton Group and advancing the net proceeds of such borrowings to members of the BHP Billiton Group. The principal executive offices of BHP Billiton Finance (USA) Limited are located at 180 Lonsdale Street, Melbourne, Victoria 3000, Australia. The issuer's telephone number is 011 61 3 9609 3333.

BHP Billiton Finance (USA) is empowered under its Constitution to borrow or raise money in such manner as it sees fit and in particular by the issue of debentures or other securities, such as the debt securities.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

Shown below is the ratio of earnings to fixed charges for the BHP Billiton Group for the periods indicated.

	Year ended June 30				
	2012	2011	2010	2009	2008
Ratio of earnings to fixed charges	24.5	48.6	31.7	16.8	27.3

We computed the ratio of earnings to fixed charges by dividing the amount of earnings by the amount of fixed charges. For the purposes of calculating this ratio, we have calculated earnings by adding pre-tax income before adjustment for minority interests in consolidated subsidiaries or income or loss from equity investees, fixed charges and distributed income of equity investees. Interest capitalized and the minority interest in pre-tax income of subsidiaries that have not incurred fixed charges were subtracted from the total of the added items. Fixed charges consist of interest costs, both expensed and capitalized, a reasonable approximation of the interest component of rental expense and pre-tax earnings required to cover any preferred stock dividend requirements.

USE OF PROCEEDS

Unless otherwise indicated in an accompanying prospectus supplement, BHP Billiton Finance (USA) intends to lend the net proceeds from the sale of any debt securities sold under this prospectus to BHP Billiton Limited, which will use such proceeds for general corporate purposes, including retirement of existing debt.

ENFORCEMENT OF CIVIL LIABILITIES

The issuer is a corporation organized under the laws of the Commonwealth of Australia. BHP Billiton Plc is a public limited company incorporated under the laws of England and Wales. BHP Billiton Limited is a corporation organized under the laws of the Commonwealth of Australia. Substantially all the directors and officers of these companies, and some of the experts named in this document, reside outside the United States, principally in Australia and the United Kingdom. A substantial portion of the assets of these companies, and the assets of the directors, officers and experts, is located outside the United States. Therefore, you may not be able to effect service of process within the United States upon these companies or persons so that you may enforce judgments of United States courts against them based on the civil liability provisions of the United States federal securities laws. In addition, there are doubts as to the ability of an investor to bring an original action in an Australian or United Kingdom court to enforce liabilities against us or any person based on U.S. federal securities laws.

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DESCRIPTION OF DEBT SECURITIES THAT WE MAY OFFER

General

The following is a summary of the general terms of the debt securities. Each time that we issue debt securities, we will file a prospectus supplement with the SEC, which prospectus supplement will be attached to this prospectus. You should read that prospectus supplement carefully. The prospectus supplement may contain additional terms of those debt securities.

The terms presented here, together with the terms contained in the prospectus supplement, will be a description of the material terms of the debt securities being offered to you. If there is any inconsistency between the terms presented here and those in the prospectus supplement, however, the terms in the prospectus supplement will apply and will replace those presented here.

As required by federal law of the United States for all bonds and notes of companies that are publicly offered, the debt securities are governed by a document called an indenture, which you should read. The indenture relating to debt securities issued by BHP Billiton Finance (USA) is a contract, dated April 17, 2003, among BHP Billiton Finance (USA), BHP Billiton Limited, BHP Billiton Plc and The Bank of New York Mellon (as successor to Citibank N.A.). The terms of the debt securities include those stated in the indenture and those made part of the indenture by reference to the U.S. Trust Indenture Act of 1939. We have filed the indenture with the SEC as an exhibit to the registration statement of which this prospectus is a part.

We may issue as many distinct series of debt securities under the indenture as we wish. This section summarizes terms of the debt securities that are common to all series. Most of the financial terms and other specific terms of your debt securities are described in the prospectus supplement attached to this prospectus. Those terms may vary from the terms described here.

The relevant prospectus supplement for any particular series of the debt securities will describe the following terms of debt securities offered (to the extent not described in this prospectus or to the extent different from this prospectus):

the specific designation of the debt securities and the aggregate principal amount being offered;

any limit on the aggregate principal amount of the series of debt securities;

the person to whom any interest on the debt securities shall be payable, if other than the person in whose name the debt security is registered;

the date or dates on which the principal of the debt securities is payable;

the interest rate or rates, the date or dates from which interest will accrue, the dates on which interest is payable and the record dates for determining to whom interest is payable;

the place or places where payments of principal and any premium and interest are payable;

the terms of any optional or mandatory redemption of debt securities, including the amount of any premium;

the denominations in which the debt securities will be issued, if other than US\$1,000;

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any index or formula used to determine the amount of payments on the debt securities;

the currency or currencies in which the debt securities are denominated and in which we will make any payments;

the portion of the principal amount of the debt securities payable upon acceleration of maturity due to an event of default;

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if the principal amount of the debt securities will not be determinable prior to maturity, the amount which will be deemed to be the principal amount or the method by which the principal amount will be calculated;

the forms of the debt securities and the guarantees;

the terms of any defeasance of the debt securities;

whether the series of debt securities will be issuable in whole or in part in the form of a global security as described under Legal Ownership Global Securities, and the depository or its nominee with respect to the series of debt securities, and any special circumstances under which the global security may be registered for transfer or exchange in the name of a person other than the depository or its nominee;

any addition to or change in the events of default that applies to the series of debt securities and any change in the rights of the trustee or requisite holders to declare the principal amount due and payable following an event of default;

any addition to or change in the covenants contained in the indenture;

if Additional Amounts, as described under Special Situations Payment of Additional Amounts, will not be payable by either Guarantor;

whether we may from time to time without the consent of the Holders of a series of debt securities create and issue further debt securities having the same terms and conditions as the outstanding debt securities so that such further issue is consolidated and forms a single series with the series of the outstanding debt securities;

the stock exchange, if any, on which the series of debt securities will be listed; and

any other special features of the series of debt securities.

The Bank of New York Mellon, whose offices are located at 101 Barclay Street, New York, New York 10286, acts as the trustee under the indenture. The trustee has two principal functions:

First, it can and, at the direction of a majority of the holders, shall enforce your rights against the issuer or the guarantors if the issuer defaults on the debt securities or either guarantor defaults on a guarantee. However, there are some limitations on the extent to which the trustee may act on your behalf, described under Default and Related Matters Events of Default Remedies If an Event of Default Occurs below; and

Second, the trustee performs administrative functions on behalf of the issuer, such as sending you interest payments, transferring your debt securities to a new buyer if you sell and sending you notices.

Both BHP Billiton Plc and BHP Billiton Limited act as the guarantors of the debt securities issued under the indenture. The guarantees are described under Guarantees below.

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The indenture and its associated documents contain the full legal text of the matters described in this section. The indenture, the debt securities and the guarantees are governed by New York law. A copy of the form of indenture is filed with the SEC as an exhibit to the registration statement of which this prospectus forms a part. See the section entitled [Where You Can Find More Information About the BHP Billiton Group](#) for information on how to obtain a copy.

Because this section is a summary, it does not describe every aspect of the debt securities or the guarantees. This summary is subject to and qualified in its entirety by reference to all the provisions of the indenture, including some of the terms used in the indenture. We describe the meaning for only the more important terms.

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We also include references in parentheses to some sections of the indenture. Whenever we refer to particular sections or defined terms of the indenture in this prospectus, those sections or defined terms are incorporated by reference here.

Stated Maturity and Maturity

The day on which the principal amount of the debt securities is scheduled to become due is called the stated maturity of the principal. The principal may become due sooner, by reason of redemption or acceleration after a default. The day on which the principal actually becomes due, whether at the stated maturity or earlier, is called the maturity of the principal. The terms *stated maturity* and *maturity* refer to the dates when interest payments become due. For example, reference to a regular interest payment date when an installment of interest is scheduled to become due is the *stated maturity* of that installment. When reference is made to the *stated maturity* or the *maturity* of the debt securities without specifying a particular payment, it refers to the stated maturity or maturity, as the case may be, of the principal. The debt securities are subject to defeasance as described below under *Defeasance and Covenant Defeasance*.

The issuer will pay interest on the debt securities on the interest payment dates specified in the related prospectus supplement, and at maturity. Each payment of interest due on an interest payment date or at maturity will include interest accrued from and including the last date to which interest has been paid or made available for payment, or from the issue date, if none has been paid or made available for payment, to but excluding the relevant payment date on the debt securities on the basis of a 360-day year of twelve 30-day months.

How the Debt Securities Rank Against Other Debt

The debt securities will not be secured by any of the issuer's or the guarantors' property or assets. Thus, by owning these debt securities, holders are one of the issuer's unsecured creditors. These debt securities will not be subordinated or senior to any of the issuer's other unsecured unsubordinated debt obligations. The guarantees will be unsecured obligations of each of BHP Billiton Limited and BHP Billiton Plc and will rank equally as to payment with all their other unsecured and unsubordinated debt, except debt given preference by law. These guarantees will not be subordinated or senior to any of the guarantors' other unsecured unsubordinated debt obligations. This means that, in a bankruptcy or liquidation proceeding against the issuer or the guarantors, the issuer's obligations under these debt securities and the guarantors' obligation under the guarantees would rank equally in right of payment with all of the issuer's and the guarantors' other unsecured and unsubordinated debt, respectively, except debt given preference by law.

Since most of the guarantors' operations are conducted by their subsidiaries, they are largely dependent on cash from their subsidiaries for the payment of principal and interest, and additional amounts, if any, pursuant to the guarantees. You should note that there are no limitations on subsidiary companies taking on additional debt other than any limitations that may exist in each subsidiary's own financing arrangements.

Guarantees

BHP Billiton Limited and BHP Billiton Plc will fully and unconditionally guarantee the payment of the principal of, premium, if any, and interest on the debt securities, including any additional amounts which may be payable in respect of the debt securities, as described under *Optional Tax Redemption Payment of Additional Amounts*. BHP Billiton Limited and BHP Billiton Plc guarantee the payment of such amounts when such amounts become due and payable, whether on an interest payment date, at the stated maturity of the debt securities, by declaration or acceleration, call for redemption or otherwise. Each of BHP Billiton Plc and BHP Billiton Limited is individually obligated to pay such amounts.

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Legal Ownership

Street Name and Other Indirect Holders

Investors who hold debt securities in accounts at banks or brokers will generally not be recognized by the issuer or the guarantors as legal holders of debt securities. This is called holding in street name. Instead, the issuer and the guarantors will recognize only the bank or broker holding, or the financial institution the bank or broker uses to hold, its debt securities. These intermediary banks, brokers and other financial institutions pass along principal, interest and other payments on the debt securities, either because they agree to do so in their customer agreements or because they are legally required to do so. If you are considering holding debt securities in street name, you should check with your own institution to find out:

how it will handle debt security payments and notices;

whether it will impose fees or charges;

how it will handle voting if it were ever required;

whether and how you can instruct it to send your debt securities, registered in your own name so you can be a direct holder as described below; and

how it will pursue rights under the debt securities if there were a default or other event triggering the need for holders to act to protect their interests.

Direct Holders

The issuer's obligations, the guarantors' obligations, as well as the obligations of the trustee and those of any third parties employed by the issuer, the guarantors or the trustee, run only to persons who are registered as holders of debt securities. As noted above, the issuer and the guarantors do not have obligations to you if you hold in street name or other indirect means, either because you choose to hold debt securities in that manner or because the debt securities are issued in the form of global securities as described below. For example, once the issuer or the guarantors make payment to the registered holder, it has or they have, as the case may be, no further responsibility for the payment even if that holder is legally required to pass the payment along to you as a street name holder but does not do so.

Global Securities

What are Global Securities? Global securities are a special type of indirectly held securities, as described above under **Legal Ownership** **Street Name and Other Indirect Holders** . The ultimate beneficial owners of global securities can only be indirect holders.

The issuer and the guarantors require that the global securities be registered in the name of a financial institution they select. In addition, the issuer and the guarantors require that the debt securities included in the global securities not be transferred to the name of any other direct holder unless the special circumstances described below occur. The financial institution that acts as the sole direct holder of the global securities is called the depository. Any person wishing to own a debt security must do so indirectly by virtue of an account with a broker, bank or other financial institution that in turn has an account with the depository.

Special Investor Considerations for Global Securities. As an indirect holder, an investor's rights relating to global securities will be governed by the account rules of the investor's financial institution and of the depository, as well as general laws relating to securities transfers. Neither the issuer nor the guarantors recognize this type of investor as a holder of debt securities and instead deal only with the depository that holds the global securities. The debt securities offered by this prospectus will only be issued in the form of global securities except in special circumstances described below.

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If you are an investor in global securities, you should be aware that:

You cannot get debt securities registered in your own name.

You cannot receive physical certificates for your interest in the debt securities.

You will be a street name holder and must look to your own bank or broker for payments on the debt securities and protection of your legal rights relating to the debt securities, as explained earlier under [Legal Ownership Street Name and Other Indirect Holders](#).

You may not be able to sell interests in the debt securities to some insurance companies and other institutions that are required by law to own their debt securities in the form of physical certificates.

The depositary's policies will govern payments, transfers, exchanges and other matters relating to your interest in the global securities. The issuer, guarantors and the trustee have no responsibility for any aspect of the depositary's actions or for its records of ownership interests in global securities. The issuer, guarantors and the trustee also do not supervise the depositary in any way.

The depositary will require that interests in global securities be purchased or sold within its system using same-day funds.

Special Situations When Global Securities Will Be Terminated. In a few special situations described later, global securities will terminate and interests in them will be exchanged for physical certificates representing debt securities. After that exchange, the choice of whether to hold debt securities directly or in street name will be up to the investor. Investors must consult their own bank or broker to find out how to have their interests in debt securities transferred to their own name so that they will be direct holders. The rights of street name investors and direct holders in the debt securities have been previously described in the subsections entitled [Legal Ownership Street Name and Other Indirect Holders](#) and [Legal Ownership Direct Holders](#).

The special situations for termination of global securities are:

When the depositary notifies the issuer or the guarantors that it is unwilling, unable or no longer qualified to continue as depositary and no successor has been appointed.

When an event of default on the debt securities has occurred and has not been cured. Defaults are discussed below under [Default and Related Matters Events of Default](#).

When global securities terminate, the depositary (and not the issuer, the guarantors or the trustee) is responsible for deciding the names of the institutions that will be the initial direct holders. (Section 305)

In the remainder of this description you means direct holders and not street name or other indirect holders of debt securities. Indirect holders should read the subsection entitled [Legal Ownership Street Name and Other Indirect Holders](#).

Overview of Remainder of this Description

The remainder of this description summarizes:

Additional mechanics relevant to the debt securities under normal circumstances, such as how you transfer ownership and where the issuer makes payments.

Your rights under several *special situations*, such as if the issuer or the guarantors merge with another company, if the issuer or the guarantors want to change a term of the debt securities or if the issuer or the guarantors want to redeem the debt securities for tax reasons.

Your rights to receive *payment of additional amounts* due to changes in the withholding requirements of various jurisdictions.

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Covenants contained in the indenture that restrict the issuer's and the guarantors' ability to incur liens.

Your rights if the issuer *defaults* in respect of its obligations under the debt securities or experiences other financial difficulties.

Your rights if the guarantors *default* in respect of their obligations under the guarantees or experience other financial difficulties.

The issuer's and the guarantors' relationship with the trustee.

Additional Mechanics