

IVANHOE MINES LTD
Form SC 13G/A
February 13, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Ivanhoe Mines Ltd.
(Name of Issuer)

Common Shares, No Par Value
(Title of Class of Securities)

46579N
(CUSIP Number)

31 December 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | |
|--|--|-----|
| 1 | NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Robert Martin Friedland | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | N/A |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | American and Canadian | |
| | 5 SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 101,938,544 | |
| | 6 SHARED VOTING POWER | |
| | 0 | |
| | 7 SOLE DISPOSITIVE POWER | |
| | 101,938,544 | |
| | 8 SHARED DISPOSITIVE POWER | |
| | 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 101,938,544 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 13.8% | |
| 12 | TYPE OF REPORTING PERSON | |
| | IN | |

| | | |
|----|--|------------|
| 1 | NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Newstar Holdings SRL | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | N/A |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Barbados | |
| | 5 SOLE VOTING POWER | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 78,578,319 |
| | 6 SHARED VOTING POWER | |
| | | 0 |
| | 7 SOLE DISPOSITIVE POWER | |
| | | 78,578,319 |
| | 8 SHARED DISPOSITIVE POWER | |
| | | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 78,578,319 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | | 10.6% |
| 12 | TYPE OF REPORTING PERSON | |
| | | OO |

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| | | |
|--|--|-----|
| 1 | NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Newstar Securities SRL | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | N/A |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Barbados | |
| | 5 SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 78,578,319 | |
| | 6 SHARED VOTING POWER | |
| | 0 | |
| | 7 SOLE DISPOSITIVE POWER | |
| | 78,578,319 | |
| | 8 SHARED DISPOSITIVE POWER | |
| | 0 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 78,578,319 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 10.6% | |
| 12 | TYPE OF REPORTING PERSON | |
| | OO | |

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| | | |
|----|--|------------|
| 1 | NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Australian Bulk Minerals SRL | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | N/A |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Barbados | |
| | 5 SOLE VOTING POWER | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 41,689,603 |
| | 6 SHARED VOTING POWER | 0 |
| | 7 SOLE DISPOSITIVE POWER | 41,689,603 |
| | 8 SHARED DISPOSITIVE POWER | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 41,689,603 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 5.6% | |
| 12 | TYPE OF REPORTING PERSON | |
| | OO | |

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| | | |
|----|--|------------|
| 1 | NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | Goldamere Holdings SRL | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | N/A |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Barbados | |
| | 5 SOLE VOTING POWER | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 41,689,603 |
| | 6 SHARED VOTING POWER | 0 |
| | 7 SOLE DISPOSITIVE POWER | 41,689,603 |
| | 8 SHARED DISPOSITIVE POWER | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 41,689,603 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 5.6% | |
| 12 | TYPE OF REPORTING PERSON | |
| | OO | |

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Pursuant to Rule 13d-2(b) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned are hereby amending their Schedule 13G Statement dated December 31, 2010 (the "Schedule 13G") to reflect certain matters pertaining to Ivanhoe Mines Ltd. ("Ivanhoe") shares. Capitalized terms used herein have the meanings ascribed to them in the Schedule 13G.

Item

1

No changes.

Item

2

(a) No changes.

(b) Address or Principal Business Office or, if none, Residence:

The address of the principal business office of Mr. Friedland is 150 Beach Road #25-03 The Gateway West, Singapore 189720.

The address of the principal business office of Newstar Holdings SRL ("Newstar Holdings"), Australian Bulk Minerals SRL ("ABM"), Goldamere Holdings SRL ("Goldamere") and Newstar Securities SRL ("Newstar Securities") is Berne Building, Suite 1, The Courtyard, Hastings, Christ Church, Barbados 14038.

(c) Citizenship:

- | | |
|-------|---|
| (i) | Robert Martin Friedland – American and Canadian |
| (ii) | Newstar Holdings – Barbados |
| (iii) | Newstar Securities – Barbados |
| (iv) | ABM – Barbados |
| (v) | Goldamere – Barbados |

(d) Title of Class of Securities:

No changes.

(e) CUSIP Number:

No changes.

Item

3

No changes.

Item Ownership

4.

All ownership percentages and amounts reported herein reflect the beneficial ownership of Robert Martin Friedland, Newstar Holdings, Newstar Securities, ABM and Goldamere as of December 31, 2011.

(a) Amount Beneficially Owned:

Goldamere directly beneficially owns an aggregate of 41,689,603 common shares of Ivanhoe (“Shares”). ABM may be deemed to beneficially own an aggregate of 41,689,603 Shares as a result of its voting and dispositive power over 41,689,603 Shares beneficially owned by Goldamere, its wholly-owned subsidiary. Newstar Securities may be deemed to beneficially own an aggregate of 78,578,319 Shares as a result of its voting and dispositive power over 41,689,603 Shares beneficially owned by ABM, its wholly owned subsidiary, in addition to the 36,888,716 Shares owned directly by it. Newstar Holdings may be deemed to beneficially own an aggregate of 78,578,319 Shares as a result of its owning all of the stock of Newstar Securities. Mr. Friedland may be deemed to beneficially own an aggregate of 101,938,544 Shares as a result of his voting and dispositive power over 78,578,319 Shares beneficially owned by Newstar Holdings, his wholly-owned subsidiary in addition to the 23,360,225 Shares owned directly by him, of which 577,804 are stock options exercisable into Shares within the next 60 days.

(b) Percent of class:

Mr. Friedland may be deemed to beneficially own approximately 13.8% of the Shares. Newstar Holdings and Newstar Securities may be deemed to beneficially own approximately 10.6% of the Shares. ABM and Goldamere may be deemed to beneficially own approximately 5.6% of the Shares.

(c) Number of shares as to which such person has sole and shared power to direct the vote and sole and shared power to direct the disposition of:

Goldamere may be deemed to have sole power to direct the voting and disposition of the 41,689,603 Shares it beneficially owns. ABM may be deemed to have sole power to direct the voting and disposition of the 41,689,603 Shares beneficially owned by Goldamere, its wholly-owned subsidiary. Newstar Securities may be deemed to have sole power to direct the voting and disposition of the 41,689,603 Shares beneficially owned by ABM, its wholly owned subsidiary, in addition to the 36,888,716 Shares owned directly by it. Newstar Holdings may be deemed to have sole power to direct the voting and disposition of the 78,578,319 Shares beneficially owned by Newstar Securities, its wholly-owned subsidiary. Mr. Friedland may be deemed to have sole power to direct the voting and disposition of the 78,578,319 Shares beneficially owned by Newstar Holdings, his wholly-owned company, in addition to the 23,360,225 Shares owned directly by him, 577,804 of which are stock options exercisable into Shares within the next 60 days.

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Item 5.

No
changes.

Item 6.

No
changes.

Item 7.

No
changes.

Item 8.

No
changes.

Item 9.

No
changes.

Item 10.

No
changes.

Signature

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

Dated as of February 13, 2012

/s/ Robert Martin Friedland
Robert Martin Friedland

NEWSTAR HOLDINGS SRL

By: /s/ Robert Martin Friedland
Name: Robert Martin Friedland
Title: President

NEWSTAR SECURITIES SRL

By: /s/ Robert Martin Friedland
Name: Robert Martin Friedland
Title: President

AUSTRALIAN BULK MINERALS SRL

By: /s/ Robert Martin Friedland
Name: Robert Martin Friedland
Title: President

GOLDAMERE HOLDINGS SRL

By: /s/ Robert Martin Friedland
Name: Robert Martin Friedland
Title: President

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Exhibit Index

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. (Previously filed.)
