

IVANHOE MINES LTD
Form 6-K
October 06, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 6-K
REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934
From: October 6, 2010
IVANHOE MINES LTD.

(Translation of Registrant's Name into English)

Suite 654 999 CANADA PLACE, VANCOUVER, BRITISH COLUMBIA V6C 3E1

(Address of Principal Executive Offices)

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

Form 20-F- Form 40-F-

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes: No:

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-____.)

Enclosed:

Material Change Report dated 21 April 2010

FORM 51-102F3
MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

Ivanhoe Mines Ltd. (**Ivanhoe**)
654 999 Canada Place
Vancouver, BC V6C 3E1

2. DATE OF MATERIAL CHANGE

April 21, 2010

3. NEWS RELEASE

The press release was issued on April 22, 2010 and was disseminated through the facilities of recognized newswire services. A copy of the press release is attached as Appendix A .

4. SUMMARY OF MATERIAL CHANGE

On April 22, 2010, Ivanhoe announced that its board of directors had amended the shareholders' rights plan previously adopted on April 5, 2010 (the **Original Rights Plan**).

5. FULL DESCRIPTION OF MATERIAL CHANGE

The authorized amendments to the Original Rights Plan, which will be reflected in an Amended and Restated Shareholder Rights Plan Agreement dated April 21, 2010 between Ivanhoe and CIBC Mellon Trust Company, were as follows:

- (a) to delete from the tenth line of Section 1.1(a)(ii) the words "any additional Voting Shares" and to replace them with the words "additional Voting Shares in an amount greater than 1% of the outstanding Voting Shares" ;
- (b) to delete Section 1.1(e)(iii);
- (c) to add the word "and" at the end of Section 1.1(e)(ii);
- (d) to renumber Section 1.1(e)(iv) as Section 1.1(e)(iii);
- (e) to delete the entire definition of Derivatives Contract in Section 1.1(r) and replace Section 1.1(r) so as to read as follows:
 - (r) Intentionally Deleted
- (f) to add the following words to the end of Section 1.1(u)(iv):

provided, however, that such Person does not thereby become the Beneficial Owner of more than 25% of the Voting Shares outstanding immediately prior to such distribution;

- (g) to delete Section 1.1(u)(vi) and replace Section 1.1(u)(vi) to read as follows:

(vi) pursuant to such other written agreements in respect of a Voting Share acquisition from treasury entered into by the Corporation after the date hereof, provided that the Person does not acquire a greater percentage of the securities offered in that distribution than the percentage of Voting Shares owned by that Person immediately prior to such distribution;

and

- (h) to delete from the third line of Section 5.16 the words "and (ii) holders of Voting Shares" and replace them with the words ", (ii) holders of Voting Shares, and (iii) holders of Voting Shares other than Grandfathered Persons" .

6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICERS

The name and business number of the executive officer of Ivanhoe who is knowledgeable of the material change and this report is:

Beverly A. Bartlett

Vice President & Corporate Secretary

Telephone: (604) 331-9803

9. DATE OF REPORT

April 22, 2010

APPENDIX A

April 22, 2010

Ivanhoe Mines amends shareholders' rights plan

VANCOUVER, CANADA The Board of Directors of Ivanhoe Mines Ltd. announced today that it has amended the shareholders' rights plan previously adopted on April 5, 2010. The amendments to the plan can be summarized as follows:

- the definition of "Acquiring Person" has been revised to enable a person who becomes the beneficial owner of 20% or more of the common shares through a combination of listed provisions to acquire an additional 1% of Ivanhoe's shares without triggering the plan;
- the definition of "Beneficial Ownership" has been revised to delete the reference to ownership by way of "Derivative Contracts";
- the definition of "Exempt Acquisition" has been revised to cap the exemption for issuances under incentive plans and to modify the provision related to permitted treasury issuances; and
- the shareholder approval provision has been revised to clarify that separate shareholder approvals of the plan will exclude both "Acquiring Persons" and "Grandfathered Persons".

The amended plan currently is in effect, subject to confirmation through a vote of shareholders at Ivanhoe Mines annual general and special meeting to be held in Vancouver May 7, 2010.

The Toronto Stock Exchange has accepted notice of the amended plan, subject to, among other conditions, confirmation by Ivanhoe's shareholders.

The complete text of the amended plan will be available for public viewing at the System for Electronic Document Analysis and Retrieval (SEDAR) via the Internet at www.sedar.com, or upon request from Ivanhoe Mines.

About Ivanhoe Mines

Ivanhoe Mines is an international mining company with operations focused in the Asia Pacific region. Ivanhoe's core assets include its world-scale, Oyu Tolgoi copper-gold mine development project in southern Mongolia.

Ivanhoe Mines' other core assets are its 57% interest in Mongolian coal miner SouthGobi Energy Resources (SGQ:TSX & 1878:HK); an 81% interest in Ivanhoe Australia (IVA:ASX), a

copper-gold-uranium-molybdenum-rhenium exploration and development company; and a 50% interest in Altynalmas Gold Ltd., a private company developing the Kyzyl Gold Project in Kazakhstan.

Ivanhoe Mines' shares are listed on the New York, NASDAQ and Toronto stock exchanges under the symbol IVN.

Information contacts

Investors: Bill Trenaman +1.604.688.5755 / Media: Bob Williamson +1.604.331.9830

Website: www.ivanhoemines.com

Forward-looking statements

Certain statements made herein, including statements relating to matters that are not historical facts and statements of our beliefs, intentions and expectations about developments, results and events which will or may occur in the future, constitute forward-looking information within the meaning of applicable Canadian securities legislation and forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking information and statements are typically identified by words such as anticipate , could , should , expect , seek , may , intend , likely , plan , estimate , will , believe and suggesting future outcomes or statements regarding an outlook.

All such forward-looking information and statements are based on certain assumptions and analyses made by Ivanhoe Mines management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include those described under the heading Risks and Uncertainties elsewhere in the Company s MD&A filed at www.SEDAR.com. The reader is cautioned not to place undue reliance on forward-looking information or statements. Except as required by law, the Company does not assume the obligation to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future, unanticipated events.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IVANHOE MINES LTD.

Date: October 6, 2010

By: */s/ Beverly A. Bartlett*
BEVERLY A. BARTLETT
Vice President &
Corporate Secretary