



DATE: **July 20, 2012**

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TRANSMISSION BEING SENT TO:

NAME: **Australian Securities Exchange**

RE: **FORM 603- NOTICE OF INITIAL SUBSTANTIAL
SHAREHOLDER**

FAX NUMBER: **+61 2 9778 0999**

COMMENTS:

Please find attached Form 603- Notice of Initial Substantial Shareholder for Iluka Resources Limited from the Massachusetts Financial Services Company on behalf of Sun Life Financial, Inc.

Please do not hesitate to contact me at (617)-954-5814 should you have any questions

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Iuka Resources LimitedACN/ARSN 008 675 018**1. Details of substantial holder (1)**Name MFS Investment Management on behalf of Sun Life Financial Inc.ACN/ARSN (if applicable) N/AThe holder became a substantial holder on 18/07/2012**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
See Annexure A			

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

Signature

print name See Annexure A

capacity See Annexure A

sign here See Annexure A

date / /
See Annexure A

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

This is Annexure A of 4 pages referred to in Form 604 Notice of Initial Substantial Holder lodged on behalf of MFS Investment Management in relation to **ILUKA RESOURCES LIMITED**

NAME: ROBERT R. FLAHERTY

CAPACITY:

COMPLIANCE OFFICER
VICE PRESIDENT

SIGN:

DATE:



1. PREVIOUS AND PRESENT VOTING POWER

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that that substantial holder or an associate (2) had a relevant interest (3) in when last reequired, and when now required, to give a substantial holding notice of the company or scheme, are as follows:

CLASS OF SECURITIES: PREVIOUS NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY)	16,776,872.00	16,776,872.00	4.01%
ORD (MFSHE - MFS HERITAGE TRUST COMPANY)	647,644.00	647,644.00	0.15%
ORD (MFSI - MFS INSTITUTIONAL ADVISORS, INC.)	1,903,528.00	1,903,528.00	0.45%
ORD (MIL - MFS INTERNATIONAL LTD.)	1,029,397.00	1,029,397.00	0.25%
TOTAL:			4.86%

2. PREVIOUS AND PRESENT VOTING POWER (continued)

CLASS OF SECURITIES: PRESENT NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MB - MCLEAN BUDDEN LIMITED	599,723.00	599,723.00	0.14%
ORD (MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY)	16,328,089.00	16,328,089.00	3.90%
ORD (MFSHE - MFS HERITAGE TRUST COMPANY)	1,123,758.00	1,123,758.00	0.27%
ORD (MFSI - MFS INSTITUTIONAL ADVISORS, INC.)	2,572,018.00	2,572,018.00	0.61%
ORD (MILUK - MFS INTERNATIONAL (U.K) LTD.)	460,404.00	460,404.00	0.11%
TOTAL:		21,083,992.00	5.04%

3. CHANGES IN RELEVANT INTERESTS

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

DATE OF CHANGE	PERSON WHOSE RELEVANT INTEREST CHANGED	NATURE OF CHANGE	CONSIDERATION GIVEN IN RELATION TO CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
11/01/11 to 18/07/12	MB - MCLEAN BUDDEN LIMITED	Market Purchase	ORD Average price of 13.83 AUD	ORD 599,723	0.14%
11/01/11 to 18/07/12	MFS - MASSACHUSETTS FINANCIAL SERVICES	Market Sale	ORD Average price of 13.83 AUD	ORD (448,783)	-0.11%
11/01/11 to 18/07/12	MFSHE - MFS HERITAGE TRUST COMPANY	Market Purchase	ORD Average price of 13.83 AUD	ORD 476,114	0.12%
11/01/11 to 18/07/12	MFSI - MFS INSTITUTIONAL ADVISORS, INC.	Market Purchase	ORD Average price of 13.83 AUD	ORD 668,490	0.16%
11/01/11 to 18/07/12	MIL - MFS INTERNATIONAL LTD.	Market Sale	ORD Average price of 13.83 AUD	ORD (1,029,397)	-0.25%
11/01/11 to 18/07/12	MILUK - MFS INTERNATIONAL (U.K) LTD.	Market Purchase	ORD Average price of 13.83 AUD	ORD 460,404	0.11%
	TOTAL:			ORD 726,551	0.18%

4. PRESENT RELEVANT INTERESTS

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES	PERSON'S VOTES
MB- MCLEAN BUDDEN LIMITED	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 599,723	0.14%
MFS - MASSACHUSETTS FINANCIAL SERVICES COMPANY	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 16,328,089	3.90%
MFSHE - MFS HERITAGE TRUST COMPANY	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 1,123,758	0.27%
MFSI - MFS INSTITUTIONAL ADVISORS, INC.	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 2,572,018	0.61%
MILUK - MFS INTERNATIONAL (U.K) LTD.	Various Custodian Banks	Various Institutional Clients and/or Pooled Products	Each "Holder of Relevant Interest" has the capacity to exercise the power to vote and/or dispose of the shares on behalf of its client portfolios (e.g., pooled products and/or institutional accounts).	ORD 460,404	0.11%
TOTAL:				ORD 21,083,992	5.04%

5. CHANGES IN ASSOCIATION

The persons who have become associates(2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

NAME AND CAN/ARSN (IF APPLICABLE)	NATURE OF ASSOCIATION
SUN LIFE FINANCIAL INC. (SUN LIFE)	Sun Life is a related Body Corporate of MFS and its Subsidiaries.
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	MFS is a related Body Corporate of Sun Life Financial, Inc.
MFS HERITAGE TRUST COMPANY (MFSHE)	MFSHE is a related Body Corporate of MFS
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	MFSI is a related Body Corporate of MFS
MFS INTERNATIONAL (U.K) LTD. (MILUK)	MILUK is a related Body Corporate of MFS
MCLEAN BUDDEN LIMITED	MB is a related Body Corporate of MFS

6. ADDRESSES

The addresses of persons named in this form are as follows:

NAME AND CAN/ARSN (IF APPLICABLE)	NATURE OF ASSOCIATION
SUN LIFE FINANCIAL INC.	150 King Street West, Toronto, ON M5H 1J9 Canada
MASSACHUSETTS FINANCIAL SERVICES COMPANY (MFS)	500 Boylston Street, Boston, Massachusetts 02116 U.S.A.
MFS HERITAGE TRUST COMPANY (MFSHE)	500 Boylston Street, Boston, Massachusetts 02116 U.S.A.
MFS INSTITUTIONAL ADVISORS, INC. (MFSI)	500 Boylston Street, Boston, Massachusetts 02116 U.S.A.
MFS INTERNATIONAL (U.K) LTD. (MILUK)	Paternoster House, 65 St. Paul's Churchyard, London EC4M 8AB, U.K.
MCLEAN BUDDEN LIMITED	145 King Street West, Suite 2525, Toronto, Ontario, Canada M5H 1J8