

IVANHOE MINES LTD  
Form SC 13G/A  
February 11, 2011

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 6)\***

Ivanhoe Mines Ltd.  
(Name of Issuer)  
Common Shares, No Par Value  
(Title of Class of Securities)  
46579N  
(CUSIP Number)  
31 December 2010  
(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).

CUSIP No. 46579N

NAMES OF REPORTING PERSONS

1. Robert Martin Friedland

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. American and Canadian

SOLE VOTING POWER:

5.

NUMBER OF 101,360,739

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 101,360,739

SHARED DISPOSITIVE POWER:

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 101,360,739

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10.

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

11.

15.5%

TYPE OF REPORTING PERSON:

12.

IN

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CUSIP No. 46579N

NAMES OF REPORTING PERSONS

1. Newstar Holdings SRL

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. Barbados

SOLE VOTING POWER:

5.

NUMBER OF 78,578,318

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 78,578,318

SHARED DISPOSITIVE POWER:

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 78,578,318

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10.

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

11.

12.0%

TYPE OF REPORTING PERSON:

12.

OO

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CUSIP No. 46579N

NAMES OF REPORTING PERSONS

1. Newstar Securities SRL

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. Barbados

SOLE VOTING POWER:

5.

NUMBER OF 78,578,318

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 78,578,318

SHARED DISPOSITIVE POWER:

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 78,578,318

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10.

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

11.

12.0%

TYPE OF REPORTING PERSON:

12.

OO

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CUSIP No. 46579N

NAMES OF REPORTING PERSONS

1. Australian Bulk Minerals SRL

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. Barbados

SOLE VOTING POWER:

5.

NUMBER OF 41,689,603

SHARED VOTING POWER:

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7.

EACH REPORTING PERSON 41,689,603

SHARED DISPOSITIVE POWER:

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 41,689,603



CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10.

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

11.

6.4%

TYPE OF REPORTING PERSON:

12.

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CUSIP No. 46579N

NAMES OF REPORTING PERSONS

1. Goldamere Holdings SRL

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION:

4. Barbados

SOLE VOTING POWER:

5. NUMBER OF 41,689,603

SHARED VOTING POWER:

6. SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7. EACH REPORTING PERSON 41,689,603

SHARED DISPOSITIVE POWER:

8. WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9. 41,689,603

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10.

N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

11.

6.4%

TYPE OF REPORTING PERSON:

12.

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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, 2009 (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.

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**Item 4. Ownership**

All ownership percentages and amounts reported herein reflect the beneficial ownership of Robert Martin Friedland, Newstar Holdings, Newstar Securities, ABM and Goldamere as of February 11, 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 78,578,318 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 36,888,715 Shares owned directly by it. Newstar Holdings may be deemed to beneficially own an aggregate of 78,578,318 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 101,360,739 Shares as a result of his voting and dispositive power over 78,578,318 Shares beneficially owned by Newstar Holdings, his wholly-owned subsidiary in addition to the 22,782,421 Shares owned directly by him, none of which are stock options exercisable into Shares in the next 60 days.

**(b) Percent of class:**

Mr. Friedland may be deemed to beneficially own approximately 15.5% of the Shares. Newstar Holdings and Newstar Securities may be deemed to beneficially own approximately 12.0% of the Shares. ABM and Goldamere may be deemed to beneficially own approximately 6.4% 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 36,888,715 Shares owned directly by it. Newstar Holdings may be deemed to have sole power to direct the voting and disposition of the 78,578,318 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 101,360,739 Shares beneficially owned by Newstar Holdings, his wholly-owned company, in addition to the 22,782,421 Shares owned directly by him.

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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 11, 2011

/s/ Robert Martin Friedland  
Robert Martin Friedland

**NEWSTAR HOLDINGS SRL**

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

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**NEWSTAR SECURITIES SRL**

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

**AUSTRALIAN BULK MINERALS SRL**

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

**GOLDAMERE HOLDINGS SRL**

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