

INCO LTD
Form SC TO-T/A
May 31, 2006

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

SCHEDULE TO/A

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)
OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

INCO LIMITED

(Name of Subject Company (Issuer))

(Amendment No. 3)

TECK COMINCO LIMITED

(Names of Filing Persons (Offerors))

COMMON SHARES

(Title of Class of Securities)

453258402

(CUSIP Number of Class of Securities)

**Peter Rozee
Teck Cominco Limited
Suite 600, 200 Burrard Street
Vancouver, British Columbia, Canada
V6C 3L9
(604) 687-1117**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

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This Amendment No. 3 amends and supplements the tender offer statement on Schedule TO (the "Schedule TO") filed with the U.S. Securities and Exchange Commission on May 23, 2006 by Teck Cominco Limited, a corporation existing under the laws of Canada ("Teck").

The Schedule TO relates to the offer (the "Offer") by Teck to purchase, on and subject to the terms and conditions of the Offer and Circular dated May 23, 2006 (the "Offer and Circular"), all of the outstanding common shares of Inco Limited, a corporation existing under the laws of Canada ("Inco"), together with associated rights (the "Rights") issued and outstanding under the shareholder rights plan of Inco (together, the "Inco Shares"), other than any Inco Shares owned, directly or indirectly, by Teck and its affiliates on any date upon which Teck takes up or acquires Inco Shares pursuant to the Offer, and including any Inco Shares that may become issued and outstanding after the date of the Offer but prior to 8:00 p.m. (Toronto time) on July 24, 2006 or such other date as is set out in a notice of variation of the Offer issued at any time and from time to time accelerating or extending the period during which Inco Shares may be deposited to the Offer (the "Expiry Date") (provided that, if such day is not a business day, then the Expiry Date will be the next business day), upon the conversion, exchange or exercise of any securities of Inco (other than the Rights) that are convertible into or exchangeable or exercisable for Inco Shares, for a combination of, at the election of each holder, (a) Cdn. \$78.50 in cash or (b) 0.9776 of a Teck Class B subordinate voting share and Cdn. \$0.05 in cash for each Inco common share, subject, in each case, to pro ration.

The Offer is subject to the terms and conditions set forth in the Offer and Circular dated May 23, 2006 and the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO. Capitalized terms used herein and not defined have the respective meaning assigned to such terms in the Offer and Circular.

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| Item 12. | Exhibits. |
|-----------------|------------------|

Item 12 of the Schedule TO is amended and supplemented by adding the following:

(a)(5)(ix) Press release of Teck dated May 31, 2006, incorporated by reference to Teck's filing pursuant to Rule 425 on May 31, 2006.

SIGNATURES

After due 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.

TECK COMINCO LIMITED

By: /s/ PETER ROZEE

Name: Peter Rozee

Title: Senior Vice President, Commercial Affairs

Dated: May 31, 2006

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**Exhibit
Number**

(a)(5)(ix) Press release of Teck dated May 31, 2006, incorporated by reference to Teck's filing pursuant to Rule 425 on May 31, 2006.

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SIGNATURES

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