

INCO LTD  
Form SC 14D9/A  
June 07, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement under Section 14(d)(4)  
of the Securities Exchange Act of 1934**

**(Amendment No. 5)**

**INCO LIMITED**

(Name of Subject Company)

**INCO LIMITED**

(Names of Persons Filing Statement)

**Common Shares**

**Stock Purchase Rights**

(Title of Class of Securities)

**453258402**

(CUSIP Number of Class of Securities)

**Simon A. Fish, Esq.**

**Executive Vice-President, General Counsel & Secretary**

**145 King Street West, Suite 1500,**

**Toronto, Ontario M5H 4B7**

**(416) 361-7511**

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

**With copies to:**

**James C. Morphy, Esq.**

**George J. Sampas, Esq.**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, New York 10004**

**(212) 558-4000**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Inco on May 31, 2006 and amended on May 31, June 5 and June 6, 2006. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 and previous amendments thereto remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

**Item 9. Exhibits.**

Item 9 is hereby amended and supplemented by adding the following hereto:

- (a)(11) Presentation made by Inco on June 7, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
  - (a)(12) Press release issued by Inco on June 7, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
  - (a)(13) Speech notes issued by Inco on June 7, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
  - (a)(14) Transcript of presentation and Q&A session by Inco on June 5, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
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**SIGNATURE**

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.

/s/ Simon A. Fish

Simon A. Fish, Esq.  
Executive Vice-President, General Counsel and Secretary

June 7, 2006