



**MFS Investment Management
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Facsimile Cover Sheet

Date: Wednesday, October 15, 2014 2:24:14 PM

To: Australian Securities Exchange

Company:

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Subject:

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DATE: **October 15, 2014**

FROM: **Lori Najjar**
AVP, Sr. Compliance Manager
MFS Investment Management,
Boston, MA, USA

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TOTAL NUMBER OF PAGES TRANSMITTED INCLUDING COVER: **7**

TRANSMISSION BEING SENT TO:

NAME: **Australian Securities Exchange**

RE: **FORM 605- NOTICE OF CEASING TO BE A
SUBSTANTIAL HOLDER**

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

COMMENTS:

Please find attached Form 604- Notice of change of interests of 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)-954-5000 should you have any questions

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Iuka Resources Limited
ACN/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/A

The holder ceased to be a substantial holder on 14/10/14
The previous notice was given to the company on 17/4/14
The previous notice was dated 17/4/14

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
See Annexure A					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

4. 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

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and ACN or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

ANNEXURE A

This is Annexure A of 4 pages referred to in Form 605 Notice of change of interests of Substantial Holder lodged on behalf of MFS Investment Management in relation to **ILUKA RESOURCES LIMITED**

NAME: Lori A. Najjar CAPACITY: INVESTMENT COMPLIANCE SENIOR MANAGER ASSISTANT VICE PRESIDENT

SIGN:  DATE: 15-Oct-2014

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 INVESTMENT MANAGEMENT (LUX) S.A.)	54,828.00	54,828.00	0.01%
ORD (MFS INVESTMENT MANAGEMENT CANADA LIMITED)	910,431.00	910,431.00	0.22%
ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	22,898,593.00	22,898,593.00	5.47%
ORD (MFS HERITAGE TRUST COMPANY)	373,285.00	373,285.00	0.09%
ORD (MFS INSTITUTIONAL ADVISORS, INC.)	1,215,130.00	1,215,130.00	0.29%
TOTAL:		25,452,267.00	6.08%

2. PREVIOUS AND PRESENT VOTING POWER (continued)

CLASS OF SECURITIES: PRESENT NOTICE	NUMBER OF SECURITIES	PERSON'S VOTE	VOTING POWER
ORD (MFS INVESTMENT MANAGEMENT (LUX) S.a.r.l.)	17,458.00	17,458.00	0.00%
ORD (MFS INVESTMENT MANAGEMENT CANADA LIMITED)	714,503.00	714,503.00	0.17%
ORD (MASSACHUSETTS FINANCIAL SERVICES COMPANY)	18,309,823.00	18,309,823.00	4.37%
ORD (MFS HERITAGE TRUST COMPANY)	262,091.00	262,091.00	0.06%
ORD (MFS INSTITUTIONAL ADVISORS, INC.)	1,033,962.00	1,033,962.00	0.25%
ORD (MFS INTERNATIONAL (U.K.) LTD.)	114,199.00	114,199.00	0.03%
TOTAL:	20,452,036.00	20,452,036.00	4.88%

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
17/04/14 to 14/10/14	MFS INVESTMENT MANAGEMENT (LUX) S.a.r.l.	Market Sale	ORD Average price of 8.6639 AUD	ORD (37,370)	-0.01%
17/04/14 to 14/10/14	MFS INVESTMENT MANAGEMENT CANADA LIMITED	Market Sale	ORD Average price of 8.6639 AUD	ORD (195,928)	-0.05%
17/04/14 to 14/10/14	MASSACHUSETTS FINANCIAL SERVICES COMPANY	Market Sale	ORD Average price of 8.6639 AUD	ORD (4,588,770)	-1.10%
17/04/14 to 14/10/14	MFS HERITAGE TRUST COMPANY	Market Sale	ORD Average price of 8.6639 AUD	ORD (111,194)	-0.03%
17/04/14 to 14/10/14	MFS INSTITUTIONAL ADVISORS, INC.	Market Sale	ORD Average price of 8.6639 AUD	ORD (181,168)	-0.04%
17/04/14 to 14/10/14	MFS INTERNATIONAL (U.K.) LTD.	Market Purchase	ORD Average price of 8.6639 AUD	ORD 114,199	0.03%
TOTAL:				ORD (5,000,231)	-1.20%

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
MFS INVESTMENT MANAGEMENT (LUX) S.a.r.l.	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 17,458	0.00%
MFS INVESTMENT MANAGEMENT CANADA 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 714,503	0.17%
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 18,309,823	4.37%
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 262,091	0.06%
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 1,033,962	0.25%
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 114,199	0.03%
TOTAL:				ORD 20,452,036.00	4.88%

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 is a related Body Corporate of Sun Life Financial, Inc.
MFS HERITAGE TRUST COMPANY	MFSHE is a related Body Corporate of MFS
MFS INSTITUTIONAL ADVISORS, INC.	MFSI is a related Body Corporate of MFS
MFS INTERNATIONAL (U.K) LTD.	MILUK is a related Body Corporate of MFS
MFS INVESTMENT MANAGEMENT CANADA LIMITED	MFSC is a related Body Corporate of MFS
MFS INVESTMENT MANAGEMENT (LUX) S.a.r.l	LUX 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
MFS INVESTMENT MANAGEMENT (LUX) S.a.r.l	19, Rue de Bilbourg, L-1273 Luxembourg; incorporated in Luxembourg
MASSACHUSETTS FINANCIAL SERVICES COMPANY	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS HERITAGE TRUST COMPANY	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INSTITUTIONAL ADVISORS, INC.	111 Huntington Avenue, Boston, Massachusetts 02199 U.S.A.
MFS INTERNATIONAL (U.K) LTD.	One Carter Lane, London EC4A 5ER; incorporated in England and Wales
MFS INVESTMENT MANAGEMENT CANADA LIMITED	77 King Street West, 35th floor, Toronto, ON M5K 1B7, Canada; amalgamated in Canada