

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme Iluka Resources Ltd.

ACN/ARSN 008 675 018

**1. Details of substantial holder (1)**

Name RS Investment Management Co. LLC

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 19 / 11 / 2013

The previous notice was given to the company on 19 / 11 / 2013

The previous notice was dated 14 / 11 / 2013

**2. 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 the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	29,870,526	7.13	34,188,739	8.17

**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 (7)	Class and number of securities affected	Person's votes affected
15-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	3,887,765	403,132	391,575
15-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	629,294	64,602	64,602
18-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	3,350,340	350,000	339,953
18-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	7,895,085	825,000	801,320
18-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	1,305,220	137,139	133,204
18-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	953,490	100,000	97,130
19-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	7,611,040	800,000	777,038
19-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	3,324,685	350,000	339,954
19-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	2,376,375	250,000	242,824
19-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	2,373,000	250,000	242,824
19-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	1,897,100	200,000	194,111
20-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	3,201,555	350,000	337,642
20-Nov-13	RS Investment Management Co. LLC	Acquisition of shares	2,791,058	304,684	293,925

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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
RS Investment Management Co. LLC	Bank of New York, Brussels	Bank of New York, Brussels	RS Investment Management Co. LLC is an investment adviser registered with the U.S. Securities and Exchange Commission with power to exercise control over disposal of the securities on behalf of its clients.	64,596	54,596
RS Investment Management Co. LLC	Chase Nominees Limited	Chase Nominees Limited	Same as above	155,197	155,197
RS investment Management Co. LLC	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Same as above	28,203,112	28,195,473
RS Investment Management Co. LLC	National Nominees Limited	National Nominees Limited	Same as above	4,098,786	3,594,627
RS Investment Management Co. LLC	State Street Nominees Limited	State Street Nominees Limited	Same as above	2,188,846	2,188,846

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 ACN/ARSN (if applicable)	Nature of association
Not Applicable	

6. Addresses

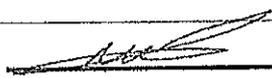
The addresses of persons named in this form are as follows:

Name	Address
RS Investment Management Co. LLC	One Bush Street, Suite 900 San Francisco, CA 94104 USA

Signature

print name Nina Gupta capacity Secretary

sign here



date 21 / 11 / 2013