

RS Investments**Fax Cover Sheet****Date** November 16, 2012**To** Market Announcements Office
Australian Stock Exchange**From** Craig Madaleno
RS Investments**Phone**
Fax +61 2 9778 0999**Phone** 1-415-591-2721
Fax 1-415-591-2851**Number of Pages Including Cover** 10**Message**

Attached please find Form 603 – Notice of initial substantial holder with respect to RS Investment Management Co. LLC's acquisition of shares of Iluka Resources Ltd. on behalf of its clients, as filed today, November 16, 2012.

Thank you,

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Form 603Corporations Act 2001
Section 671B**Notice of initial 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) _____

The holder became a substantial holder on 15 / 11 / 12

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	21,799,163	21,060,856	5.03

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
RS Investment Management Co. LLC	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.	21,799,163

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
RS Investment Management Co. LLC	Bank of New York, Brussels	Bank of New York, Brussels	47,782
RS Investment Management Co. LLC	BCI	BCI	28,107
RS Investment Management Co. LLC	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	17,962,614
RS Investment Management Co. LLC	National Nominees Limited	National Nominees Limited	1,879,053
RS Investment Management Co. LLC	State Street Nominees Limited	State Street Nominees Limited	1,881,607

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of Relevant Interest	Date of Acquisition	Consideration (Cash)	Class and Number of Shares
RS Investment Management Co. LLC	7/16/2012	9.20	-1280
RS Investment Management Co. LLC	7/16/2012	9.20	-1480
RS Investment Management Co. LLC	7/16/2012	9.20	-17
RS Investment Management Co. LLC	7/16/2012	9.20	-10340
RS Investment Management Co. LLC	7/16/2012	9.20	-891

RS Investment Management Co. LLC	7/16/2012	9.20	-16
RS Investment Management Co. LLC	7/16/2012	9.20	-15090
RS Investment Management Co. LLC	7/16/2012	9.20	-3280
RS Investment Management Co. LLC	7/16/2012	9.20	-1580
RS Investment Management Co. LLC	7/16/2012	9.20	-5740
RS Investment Management Co. LLC	7/16/2012	9.20	-7686
RS Investment Management Co. LLC	7/23/2012	8.37	3600
RS Investment Management Co. LLC	7/23/2012	8.38	11600
RS Investment Management Co. LLC	7/23/2012	8.47	4510
RS Investment Management Co. LLC	7/23/2012	8.37	2900
RS Investment Management Co. LLC	7/23/2012	8.38	7700
RS Investment Management Co. LLC	7/23/2012	8.38	7900
RS Investment Management Co. LLC	7/23/2012	8.38	21200
RS Investment Management Co. LLC	7/23/2012	8.38	7700
RS Investment Management Co. LLC	7/23/2012	8.38	1860
RS Investment Management Co. LLC	7/23/2012	8.47	3200
RS Investment Management Co. LLC	7/23/2012	8.47	790
RS Investment Management Co. LLC	7/23/2012	8.47	2300
RS Investment Management Co. LLC	7/23/2012	8.42	2700
RS Investment Management Co. LLC	7/23/2012	8.38	1400
RS Investment Management Co. LLC	7/23/2012	8.38	5900
RS Investment Management Co. LLC	7/23/2012	8.38	1660
RS Investment Management Co. LLC	7/23/2012	8.38	940
RS Investment Management Co. LLC	7/23/2012	8.38	3800
RS Investment Management Co. LLC	7/23/2012	8.38	730
RS Investment Management Co. LLC	7/23/2012	8.38	220
RS Investment Management Co. LLC	7/23/2012	8.37	830
RS Investment Management Co. LLC	7/23/2012	8.38	620
RS Investment Management Co. LLC	7/23/2012	8.37	3400
RS Investment Management Co. LLC	7/23/2012	8.37	640
RS Investment Management Co. LLC	7/23/2012	8.47	1900
RS Investment Management Co. LLC	7/23/2012	8.38	8000
RS Investment Management Co. LLC	7/23/2012	8.47	2100
RS Investment Management Co. LLC	7/23/2012	8.42	11200
RS Investment Management Co. LLC	7/23/2012	8.42	11200
RS Investment Management Co. LLC	7/23/2012	8.42	11200
RS Investment Management Co. LLC	7/23/2012	8.38	2800
RS Investment Management Co. LLC	7/23/2012	8.38	7000
RS Investment Management Co. LLC	7/23/2012	8.47	646600
RS Investment Management Co. LLC	7/24/2012	8.20	1744
RS Investment Management Co. LLC	7/24/2012	8.20	5645
RS Investment Management Co. LLC	7/24/2012	8.20	2625
RS Investment Management Co. LLC	7/24/2012	8.20	1377
RS Investment Management Co. LLC	7/24/2012	8.19	3718
RS Investment Management Co. LLC	7/24/2012	8.20	3764
RS Investment Management Co. LLC	7/24/2012	8.20	10281
RS Investment Management Co. LLC	7/24/2012	8.20	3763
RS Investment Management Co. LLC	7/24/2012	8.20	918
RS Investment Management Co. LLC	7/24/2012	8.20	1006
RS Investment Management Co. LLC	7/24/2012	8.20	386
RS Investment Management Co. LLC	7/24/2012	8.20	1147
RS Investment Management Co. LLC	7/24/2012	8.24	1377
RS Investment Management Co. LLC	7/24/2012	8.20	688
RS Investment Management Co. LLC	7/24/2012	8.20	2891
RS Investment Management Co. LLC	7/24/2012	8.20	808
RS Investment Management Co. LLC	7/24/2012	8.20	454
RS Investment Management Co. LLC	7/24/2012	8.20	1836
RS Investment Management Co. LLC	7/24/2012	8.20	363
RS Investment Management Co. LLC	7/24/2012	8.20	106
RS Investment Management Co. LLC	7/24/2012	8.30	409
RS Investment Management Co. LLC	7/24/2012	8.21	252
RS Investment Management Co. LLC	7/24/2012	8.20	1698
RS Investment Management Co. LLC	7/24/2012	8.20	353
RS Investment Management Co. LLC	7/24/2012	8.20	918
RS Investment Management Co. LLC	7/24/2012	8.20	3901
RS Investment Management Co. LLC	7/24/2012	8.20	1056

RS Investment Management Co. LLC	7/24/2012	8.22	5691
RS Investment Management Co. LLC	7/24/2012	8.22	5737
RS Investment Management Co. LLC	7/24/2012	8.22	5737
RS Investment Management Co. LLC	7/24/2012	8.20	1377
RS Investment Management Co. LLC	7/24/2012	8.20	3396
RS Investment Management Co. LLC	7/24/2012	8.21	109966
RS Investment Management Co. LLC	7/24/2012	8.21	27767
RS Investment Management Co. LLC	7/24/2012	8.21	354821
RS Investment Management Co. LLC	7/25/2012	8.34	18
RS Investment Management Co. LLC	7/25/2012	8.22	60
RS Investment Management Co. LLC	7/25/2012	8.23	30
RS Investment Management Co. LLC	7/25/2012	8.34	15
RS Investment Management Co. LLC	7/25/2012	8.23	39
RS Investment Management Co. LLC	7/25/2012	8.22	40
RS Investment Management Co. LLC	7/25/2012	8.22	109
RS Investment Management Co. LLC	7/25/2012	8.22	40
RS Investment Management Co. LLC	7/25/2012	8.22	10
RS Investment Management Co. LLC	7/25/2012	8.23	17
RS Investment Management Co. LLC	7/25/2012	8.23	4
RS Investment Management Co. LLC	7/25/2012	8.23	12
RS Investment Management Co. LLC	7/25/2012	8.35	15
RS Investment Management Co. LLC	7/25/2012	8.22	7
RS Investment Management Co. LLC	7/25/2012	8.22	31
RS Investment Management Co. LLC	7/25/2012	8.22	8
RS Investment Management Co. LLC	7/25/2012	8.22	5
RS Investment Management Co. LLC	7/25/2012	8.22	19
RS Investment Management Co. LLC	7/25/2012	8.22	4
RS Investment Management Co. LLC	7/25/2012	8.22	1
RS Investment Management Co. LLC	7/25/2012	8.36	4
RS Investment Management Co. LLC	7/25/2012	8.28	3
RS Investment Management Co. LLC	7/25/2012	8.34	18
RS Investment Management Co. LLC	7/25/2012	8.34	4
RS Investment Management Co. LLC	7/25/2012	8.23	10
RS Investment Management Co. LLC	7/25/2012	8.22	41
RS Investment Management Co. LLC	7/25/2012	8.23	11
RS Investment Management Co. LLC	7/25/2012	8.33	60
RS Investment Management Co. LLC	7/25/2012	8.33	61
RS Investment Management Co. LLC	7/25/2012	8.33	61
RS Investment Management Co. LLC	7/25/2012	8.22	14
RS Investment Management Co. LLC	7/25/2012	8.22	36
RS Investment Management Co. LLC	7/25/2012	8.72	18300
RS Investment Management Co. LLC	7/25/2012	8.27	1168
RS Investment Management Co. LLC	7/25/2012	8.27	295
RS Investment Management Co. LLC	7/25/2012	8.57	11770
RS Investment Management Co. LLC	7/25/2012	8.57	28300
RS Investment Management Co. LLC	7/25/2012	8.57	23500
RS Investment Management Co. LLC	7/25/2012	8.25	3769
RS Investment Management Co. LLC	8/2/2012	9.70	-110
RS Investment Management Co. LLC	8/2/2012	9.70	-100
RS Investment Management Co. LLC	8/2/2012	9.70	-790
RS Investment Management Co. LLC	8/2/2012	9.70	-1
RS Investment Management Co. LLC	8/2/2012	9.70	-1160
RS Investment Management Co. LLC	8/2/2012	9.70	-250
RS Investment Management Co. LLC	8/2/2012	9.70	-120
RS Investment Management Co. LLC	8/2/2012	9.70	-1440
RS Investment Management Co. LLC	8/2/2012	9.70	-110
RS Investment Management Co. LLC	8/2/2012	9.70	-720
RS Investment Management Co. LLC	8/2/2012	9.70	-1480
RS Investment Management Co. LLC	8/2/2012	9.70	-1100
RS Investment Management Co. LLC	8/2/2012	9.70	-420
RS Investment Management Co. LLC	8/2/2012	9.70	-130
RS Investment Management Co. LLC	8/2/2012	9.70	-58
RS Investment Management Co. LLC	8/2/2012	9.70	-100
RS Investment Management Co. LLC	8/2/2012	9.70	-643
RS Investment Management Co. LLC	8/2/2012	9.70	-452
RS Investment Management Co. LLC	8/2/2012	9.70	-250

RS Investment Management Co. LLC	8/2/2012	9.70	-510
RS Investment Management Co. LLC	8/2/2012	9.70	-475
RS Investment Management Co. LLC	8/2/2012	9.70	-413
RS Investment Management Co. LLC	8/2/2012	9.70	-3113
RS Investment Management Co. LLC	8/2/2012	9.70	-1160
RS Investment Management Co. LLC	8/3/2012	9.42	3560
RS Investment Management Co. LLC	8/3/2012	9.46	21800
RS Investment Management Co. LLC	8/3/2012	9.42	19100
RS Investment Management Co. LLC	8/3/2012	9.42	14000
RS Investment Management Co. LLC	8/3/2012	9.42	33800
RS Investment Management Co. LLC	8/3/2012	9.42	28000
RS Investment Management Co. LLC	9/6/2012	8.96	15740
RS Investment Management Co. LLC	9/27/2012	10.60	18360
RS Investment Management Co. LLC	9/27/2012	10.68	3270
RS Investment Management Co. LLC	9/27/2012	10.72	1250
RS Investment Management Co. LLC	9/27/2012	10.68	17800
RS Investment Management Co. LLC	9/27/2012	10.68	22700
RS Investment Management Co. LLC	10/2/2012	10.07	16900
RS Investment Management Co. LLC	10/2/2012	10.07	570
RS Investment Management Co. LLC	10/3/2012	10.03	3600
RS Investment Management Co. LLC	10/3/2012	10.05	24410
RS Investment Management Co. LLC	10/8/2012	10.07	36200
RS Investment Management Co. LLC	10/12/2012	9.36	13502
RS Investment Management Co. LLC	10/12/2012	9.36	7311
RS Investment Management Co. LLC	10/12/2012	9.36	322333
RS Investment Management Co. LLC	10/16/2012	9.39	9398
RS Investment Management Co. LLC	10/16/2012	9.39	5089
RS Investment Management Co. LLC	10/16/2012	9.41	224367
RS Investment Management Co. LLC	10/25/2012	10.28	7800
RS Investment Management Co. LLC	11/5/2012	10.31	2820
RS Investment Management Co. LLC	11/5/2012	10.31	9730
RS Investment Management Co. LLC	11/5/2012	10.31	13310
RS Investment Management Co. LLC	11/5/2012	10.31	29200
RS Investment Management Co. LLC	11/5/2012	10.31	4540
RS Investment Management Co. LLC	11/9/2012	9.14	6000
RS Investment Management Co. LLC	11/9/2012	9.11	18500
RS Investment Management Co. LLC	11/9/2012	9.11	4160
RS Investment Management Co. LLC	11/9/2012	9.11	4700
RS Investment Management Co. LLC	11/9/2012	9.11	12500
RS Investment Management Co. LLC	11/9/2012	9.11	13600
RS Investment Management Co. LLC	11/9/2012	9.11	34400
RS Investment Management Co. LLC	11/9/2012	9.11	12800
RS Investment Management Co. LLC	11/9/2012	9.11	4010
RS Investment Management Co. LLC	11/9/2012	9.11	5200
RS Investment Management Co. LLC	11/9/2012	9.11	1270
RS Investment Management Co. LLC	11/9/2012	9.11	3900
RS Investment Management Co. LLC	11/9/2012	9.11	4500
RS Investment Management Co. LLC	11/9/2012	9.11	2300
RS Investment Management Co. LLC	11/9/2012	9.11	9600
RS Investment Management Co. LLC	11/9/2012	9.11	3450
RS Investment Management Co. LLC	11/9/2012	9.11	2510
RS Investment Management Co. LLC	11/9/2012	9.11	8300
RS Investment Management Co. LLC	11/9/2012	9.11	1540
RS Investment Management Co. LLC	11/9/2012	9.11	360
RS Investment Management Co. LLC	11/9/2012	9.11	1060
RS Investment Management Co. LLC	11/9/2012	9.15	830
RS Investment Management Co. LLC	11/9/2012	9.11	6500
RS Investment Management Co. LLC	11/9/2012	9.11	670
RS Investment Management Co. LLC	11/9/2012	9.11	3600
RS Investment Management Co. LLC	11/9/2012	9.11	13300
RS Investment Management Co. LLC	11/9/2012	9.11	5500
RS Investment Management Co. LLC	11/9/2012	9.11	18600
RS Investment Management Co. LLC	11/9/2012	9.11	18600
RS Investment Management Co. LLC	11/9/2012	9.11	18700
RS Investment Management Co. LLC	11/9/2012	9.11	4700
RS Investment Management Co. LLC	11/9/2012	9.11	12300

RS Investment Management Co. LLC	11/9/2012	9.11	2900
RS Investment Management Co. LLC	11/9/2012	9.11	4200
RS Investment Management Co. LLC	11/9/2012	9.13	100900
RS Investment Management Co. LLC	11/9/2012	9.13	24300
RS Investment Management Co. LLC	11/9/2012	9.11	1850
RS Investment Management Co. LLC	11/9/2012	9.11	4500
RS Investment Management Co. LLC	11/9/2012	9.11	3700
RS Investment Management Co. LLC	11/9/2012	9.11	1590
RS Investment Management Co. LLC	11/9/2012	9.11	1148100
RS Investment Management Co. LLC	11/12/2012	9.15	1700
RS Investment Management Co. LLC	11/12/2012	9.14	5400
RS Investment Management Co. LLC	11/12/2012	9.14	1220
RS Investment Management Co. LLC	11/12/2012	9.14	1400
RS Investment Management Co. LLC	11/12/2012	9.14	3600
RS Investment Management Co. LLC	11/12/2012	9.14	4000
RS Investment Management Co. LLC	11/12/2012	9.14	10000
RS Investment Management Co. LLC	11/12/2012	9.14	3700
RS Investment Management Co. LLC	11/12/2012	9.14	1170
RS Investment Management Co. LLC	11/12/2012	9.14	1500
RS Investment Management Co. LLC	11/12/2012	9.14	370
RS Investment Management Co. LLC	11/12/2012	9.14	1100
RS Investment Management Co. LLC	11/12/2012	9.14	1300
RS Investment Management Co. LLC	11/12/2012	9.14	700
RS Investment Management Co. LLC	11/12/2012	9.14	2800
RS Investment Management Co. LLC	11/12/2012	9.14	1010
RS Investment Management Co. LLC	11/12/2012	9.14	730
RS Investment Management Co. LLC	11/12/2012	9.14	2400
RS Investment Management Co. LLC	11/12/2012	9.14	450
RS Investment Management Co. LLC	11/12/2012	9.14	110
RS Investment Management Co. LLC	11/12/2012	9.14	310
RS Investment Management Co. LLC	11/12/2012	9.14	240
RS Investment Management Co. LLC	11/12/2012	9.14	1900
RS Investment Management Co. LLC	11/12/2012	9.14	190
RS Investment Management Co. LLC	11/12/2012	9.14	1000
RS Investment Management Co. LLC	11/12/2012	9.14	3900
RS Investment Management Co. LLC	11/12/2012	9.14	1600
RS Investment Management Co. LLC	11/12/2012	9.14	5400
RS Investment Management Co. LLC	11/12/2012	9.14	5400
RS Investment Management Co. LLC	11/12/2012	9.14	5400
RS Investment Management Co. LLC	11/12/2012	9.14	1400
RS Investment Management Co. LLC	11/12/2012	9.14	3600
RS Investment Management Co. LLC	11/12/2012	9.14	800
RS Investment Management Co. LLC	11/12/2012	9.14	1200
RS Investment Management Co. LLC	11/12/2012	9.14	29300
RS Investment Management Co. LLC	11/12/2012	9.14	7000
RS Investment Management Co. LLC	11/12/2012	9.14	540
RS Investment Management Co. LLC	11/12/2012	9.14	1300
RS Investment Management Co. LLC	11/12/2012	9.14	1100
RS Investment Management Co. LLC	11/12/2012	9.14	460
RS Investment Management Co. LLC	11/12/2012	9.14	333300
RS Investment Management Co. LLC	11/13/2012	9.03	1083
RS Investment Management Co. LLC	11/13/2012	9.03	3343
RS Investment Management Co. LLC	11/13/2012	9.03	752
RS Investment Management Co. LLC	11/13/2012	9.03	867
RS Investment Management Co. LLC	11/13/2012	9.03	2290
RS Investment Management Co. LLC	11/13/2012	9.03	2476
RS Investment Management Co. LLC	11/13/2012	9.03	6267
RS Investment Management Co. LLC	11/13/2012	9.03	2321
RS Investment Management Co. LLC	11/13/2012	9.03	729
RS Investment Management Co. LLC	11/13/2012	9.03	959
RS Investment Management Co. LLC	11/13/2012	9.03	231
RS Investment Management Co. LLC	11/13/2012	9.03	712
RS Investment Management Co. LLC	11/13/2012	9.03	836
RS Investment Management Co. LLC	11/13/2012	9.03	418
RS Investment Management Co. LLC	11/13/2012	9.03	1733
RS Investment Management Co. LLC	11/13/2012	9.03	627

RS Investment Management Co. LLC	11/13/2012	9.03	456
RS Investment Management Co. LLC	11/13/2012	9.03	1517
RS Investment Management Co. LLC	11/13/2012	9.03	280
RS Investment Management Co. LLC	11/13/2012	9.03	65
RS Investment Management Co. LLC	11/13/2012	9.03	190
RS Investment Management Co. LLC	11/13/2012	9.03	150
RS Investment Management Co. LLC	11/13/2012	9.03	1176
RS Investment Management Co. LLC	11/13/2012	9.03	121
RS Investment Management Co. LLC	11/13/2012	9.03	650
RS Investment Management Co. LLC	11/13/2012	9.03	2430
RS Investment Management Co. LLC	11/13/2012	9.03	990
RS Investment Management Co. LLC	11/13/2012	9.03	3374
RS Investment Management Co. LLC	11/13/2012	9.03	3374
RS Investment Management Co. LLC	11/13/2012	9.03	3389
RS Investment Management Co. LLC	11/13/2012	9.03	836
RS Investment Management Co. LLC	11/13/2012	9.03	2244
RS Investment Management Co. LLC	11/13/2012	9.03	526
RS Investment Management Co. LLC	11/13/2012	9.03	774
RS Investment Management Co. LLC	11/13/2012	9.06	18353
RS Investment Management Co. LLC	11/13/2012	9.06	4410
RS Investment Management Co. LLC	11/13/2012	9.03	336
RS Investment Management Co. LLC	11/13/2012	9.03	805
RS Investment Management Co. LLC	11/13/2012	9.03	665
RS Investment Management Co. LLC	11/13/2012	9.03	288
RS Investment Management Co. LLC	11/13/2012	9.03	208729
RS Investment Management Co. LLC	11/14/2012	8.47	5553
RS Investment Management Co. LLC	11/14/2012	8.47	1523
RS Investment Management Co. LLC	11/14/2012	8.47	17239
RS Investment Management Co. LLC	11/14/2012	8.47	4729
RS Investment Management Co. LLC	11/14/2012	8.47	3913
RS Investment Management Co. LLC	11/14/2012	8.47	1073
RS Investment Management Co. LLC	11/14/2012	8.47	4455
RS Investment Management Co. LLC	11/14/2012	8.47	1222
RS Investment Management Co. LLC	11/14/2012	8.47	11686
RS Investment Management Co. LLC	11/14/2012	8.47	3206
RS Investment Management Co. LLC	11/14/2012	8.47	12784
RS Investment Management Co. LLC	11/14/2012	8.47	3507
RS Investment Management Co. LLC	11/14/2012	8.47	31378
RS Investment Management Co. LLC	11/14/2012	8.47	8608
RS Investment Management Co. LLC	11/14/2012	8.47	11980
RS Investment Management Co. LLC	11/14/2012	8.47	3259
RS Investment Management Co. LLC	11/14/2012	8.47	3809
RS Investment Management Co. LLC	11/14/2012	8.47	1045
RS Investment Management Co. LLC	11/14/2012	8.47	4907
RS Investment Management Co. LLC	11/14/2012	8.47	1346
RS Investment Management Co. LLC	11/14/2012	8.47	1182
RS Investment Management Co. LLC	11/14/2012	8.47	324
RS Investment Management Co. LLC	11/14/2012	8.47	3616
RS Investment Management Co. LLC	11/14/2012	8.47	992
RS Investment Management Co. LLC	11/14/2012	8.47	4197
RS Investment Management Co. LLC	11/14/2012	8.47	1151
RS Investment Management Co. LLC	11/14/2012	8.47	2195
RS Investment Management Co. LLC	11/14/2012	8.47	802
RS Investment Management Co. LLC	11/14/2012	8.47	8910
RS Investment Management Co. LLC	11/14/2012	8.47	2444
RS Investment Management Co. LLC	11/14/2012	8.47	3189
RS Investment Management Co. LLC	11/14/2012	8.47	875
RS Investment Management Co. LLC	11/14/2012	8.47	2370
RS Investment Management Co. LLC	11/14/2012	8.47	650
RS Investment Management Co. LLC	11/14/2012	8.47	7812
RS Investment Management Co. LLC	11/14/2012	8.47	2143
RS Investment Management Co. LLC	11/14/2012	8.47	1427
RS Investment Management Co. LLC	11/14/2012	8.47	391
RS Investment Management Co. LLC	11/14/2012	8.47	342
RS Investment Management Co. LLC	11/14/2012	8.47	94
RS Investment Management Co. LLC	11/14/2012	8.47	1059

RS Investment Management Co. LLC	11/14/2012	8.47	290
RS Investment Management Co. LLC	11/14/2012	8.47	775
RS Investment Management Co. LLC	11/14/2012	8.47	212
RS Investment Management Co. LLC	11/14/2012	8.47	6199
RS Investment Management Co. LLC	11/14/2012	8.47	1700
RS Investment Management Co. LLC	11/14/2012	8.47	640
RS Investment Management Co. LLC	11/14/2012	8.47	175
RS Investment Management Co. LLC	11/14/2012	8.47	3357
RS Investment Management Co. LLC	11/14/2012	8.47	921
RS Investment Management Co. LLC	11/14/2012	8.47	12526
RS Investment Management Co. LLC	11/14/2012	8.47	3436
RS Investment Management Co. LLC	11/14/2012	8.47	5359
RS Investment Management Co. LLC	11/14/2012	8.47	1470
RS Investment Management Co. LLC	11/14/2012	8.47	17561
RS Investment Management Co. LLC	11/14/2012	8.47	4818
RS Investment Management Co. LLC	11/14/2012	8.47	17626
RS Investment Management Co. LLC	11/14/2012	8.47	4835
RS Investment Management Co. LLC	11/14/2012	8.47	17626
RS Investment Management Co. LLC	11/14/2012	8.47	4835
RS Investment Management Co. LLC	11/14/2012	8.47	4281
RS Investment Management Co. LLC	11/14/2012	8.47	1169
RS Investment Management Co. LLC	11/14/2012	8.47	11686
RS Investment Management Co. LLC	11/14/2012	8.47	3206
RS Investment Management Co. LLC	11/14/2012	8.47	2712
RS Investment Management Co. LLC	11/14/2012	8.47	744
RS Investment Management Co. LLC	11/14/2012	8.47	4003
RS Investment Management Co. LLC	11/14/2012	8.47	1098
RS Investment Management Co. LLC	11/14/2012	8.41	92391
RS Investment Management Co. LLC	11/14/2012	8.41	25346
RS Investment Management Co. LLC	11/14/2012	8.41	23243
RS Investment Management Co. LLC	11/14/2012	8.41	6376
RS Investment Management Co. LLC	11/14/2012	8.47	1769
RS Investment Management Co. LLC	11/14/2012	8.47	485
RS Investment Management Co. LLC	11/14/2012	8.47	4261
RS Investment Management Co. LLC	11/14/2012	8.47	1169
RS Investment Management Co. LLC	11/14/2012	8.47	3551
RS Investment Management Co. LLC	11/14/2012	8.47	974
RS Investment Management Co. LLC	11/14/2012	8.47	1595
RS Investment Management Co. LLC	11/14/2012	8.47	437
RS Investment Management Co. LLC	11/14/2012	8.47	1124956
RS Investment Management Co. LLC	11/14/2012	8.47	308618
RS Investment Management Co. LLC	11/15/2012	8.21	2000
RS Investment Management Co. LLC	11/15/2012	8.20	1200
RS Investment Management Co. LLC	11/15/2012	8.21	6500
RS Investment Management Co. LLC	11/15/2012	8.20	3700
RS Investment Management Co. LLC	11/15/2012	8.21	1500
RS Investment Management Co. LLC	11/15/2012	8.20	830
RS Investment Management Co. LLC	11/15/2012	8.21	1600
RS Investment Management Co. LLC	11/15/2012	8.20	900
RS Investment Management Co. LLC	11/15/2012	8.21	4400
RS Investment Management Co. LLC	11/15/2012	8.20	2400
RS Investment Management Co. LLC	11/15/2012	8.21	4800
RS Investment Management Co. LLC	11/15/2012	8.20	2700
RS Investment Management Co. LLC	11/15/2012	8.21	11900
RS Investment Management Co. LLC	11/15/2012	8.20	6700
RS Investment Management Co. LLC	11/15/2012	8.21	4400
RS Investment Management Co. LLC	11/15/2012	8.20	2500
RS Investment Management Co. LLC	11/15/2012	8.21	1430
RS Investment Management Co. LLC	11/15/2012	8.20	800
RS Investment Management Co. LLC	11/15/2012	8.21	1900
RS Investment Management Co. LLC	11/15/2012	8.20	1000
RS Investment Management Co. LLC	11/15/2012	8.21	450
RS Investment Management Co. LLC	11/15/2012	8.20	250
RS Investment Management Co. LLC	11/15/2012	8.21	1300
RS Investment Management Co. LLC	11/15/2012	8.20	800
RS Investment Management Co. LLC	11/15/2012	8.21	1600

RS Investment Management Co. LLC	11/15/2012	8.20	900
RS Investment Management Co. LLC	11/15/2012	8.21	800
RS Investment Management Co. LLC	11/15/2012	8.20	500
RS Investment Management Co. LLC	11/15/2012	8.21	3400
RS Investment Management Co. LLC	11/15/2012	8.20	1900
RS Investment Management Co. LLC	11/15/2012	8.21	1210
RS Investment Management Co. LLC	11/15/2012	8.20	670
RS Investment Management Co. LLC	11/15/2012	8.21	890
RS Investment Management Co. LLC	11/15/2012	8.20	490
RS Investment Management Co. LLC	11/15/2012	8.21	2900
RS Investment Management Co. LLC	11/15/2012	8.20	1600
RS Investment Management Co. LLC	11/15/2012	8.21	540
RS Investment Management Co. LLC	11/15/2012	8.20	300
RS Investment Management Co. LLC	11/15/2012	8.21	120
RS Investment Management Co. LLC	11/15/2012	8.20	70
RS Investment Management Co. LLC	11/15/2012	8.21	440
RS Investment Management Co. LLC	11/15/2012	8.20	250
RS Investment Management Co. LLC	11/15/2012	8.21	300
RS Investment Management Co. LLC	11/15/2012	8.20	160
RS Investment Management Co. LLC	11/15/2012	8.21	2400
RS Investment Management Co. LLC	11/15/2012	8.20	1300
RS Investment Management Co. LLC	11/15/2012	8.21	250
RS Investment Management Co. LLC	11/15/2012	8.20	140
RS Investment Management Co. LLC	11/15/2012	8.21	1300
RS Investment Management Co. LLC	11/15/2012	8.20	700
RS Investment Management Co. LLC	11/15/2012	8.21	4700
RS Investment Management Co. LLC	11/15/2012	8.20	2600
RS Investment Management Co. LLC	11/15/2012	8.21	2000
RS Investment Management Co. LLC	11/15/2012	8.20	1200
RS Investment Management Co. LLC	11/15/2012	8.21	6700
RS Investment Management Co. LLC	11/15/2012	8.20	3800
RS Investment Management Co. LLC	11/15/2012	8.21	6700
RS Investment Management Co. LLC	11/15/2012	8.20	3800
RS Investment Management Co. LLC	11/15/2012	8.21	6800
RS Investment Management Co. LLC	11/15/2012	8.20	3800
RS Investment Management Co. LLC	11/15/2012	8.21	1600
RS Investment Management Co. LLC	11/15/2012	8.20	900
RS Investment Management Co. LLC	11/15/2012	8.21	4500
RS Investment Management Co. LLC	11/15/2012	8.20	2500
RS Investment Management Co. LLC	11/15/2012	8.21	1000
RS Investment Management Co. LLC	11/15/2012	8.20	600
RS Investment Management Co. LLC	11/15/2012	8.21	1500
RS Investment Management Co. LLC	11/15/2012	8.20	900
RS Investment Management Co. LLC	11/15/2012	8.20	35200
RS Investment Management Co. LLC	11/15/2012	8.19	19700
RS Investment Management Co. LLC	11/15/2012	8.20	8500
RS Investment Management Co. LLC	11/15/2012	8.19	4700
RS Investment Management Co. LLC	11/15/2012	8.21	690
RS Investment Management Co. LLC	11/15/2012	8.20	380
RS Investment Management Co. LLC	11/15/2012	8.21	1700
RS Investment Management Co. LLC	11/15/2012	8.20	900
RS Investment Management Co. LLC	11/15/2012	8.21	1300
RS Investment Management Co. LLC	11/15/2012	8.20	800
RS Investment Management Co. LLC	11/15/2012	8.21	650
RS Investment Management Co. LLC	11/15/2012	8.20	360
RS Investment Management Co. LLC	11/15/2012	8.21	392100
RS Investment Management Co. LLC	11/15/2012	8.20	220300

Please note that the trades shown in bold in the above table are dispositions of shares.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

7. Addresses

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

Name	Address
RS Investment Management Co. LLC	388 Market St., 17 th Floor San Francisco, CA 94111

Signature

print name Margherita L. DiManni capacity Secretary
 sign here Margherita L. DiManni date 16 / 11 / 2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.