

FRIEDLAND ROBERT M  
Form SC 13G/A  
February 10, 2006

CUSIP NO. 46579N

Schedule 13G

Page 1 of 9

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

IVANHOE MINES LTD.  
-----

(Name of Issuer)

COMMON SHARES, NO PAR VALUE  
-----

(Title of Class of Securities)

46579N  
-----

(CUSIP Number)

31 DECEMBER 2005  
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(Date of Event Which Requires Filing of this Statement)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of SECTION 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

-----  
CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

- Rule 13d-1(b)
  - Rule 13d-1(c)
  - Rule 13d-1(d)
- 

CUSIP NO. 46579N

Schedule 13G

Page 2 of 9

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1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert Martin Friedland  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: American and Canadian

|                    |       |                                     |
|--------------------|-------|-------------------------------------|
| Number of Shares   | 5.    | SOLE VOTING POWER: 100,834,334      |
| Beneficially Owned | ----- | -----                               |
| by                 | 6.    | SHARED VOTING POWER: 0              |
| Each Reporting     | ----- | -----                               |
| Person with        | 7.    | SOLE DISPOSITIVE POWER: 100,834,334 |
|                    | ----- | -----                               |
|                    | 8.    | SHARED DISPOSITIVE POWER: 0         |
|                    | ----- | -----                               |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

100,834,334

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 31.92%

12. TYPE OF REPORTING PERSON: IN

CUSIP NO. 46579N

Schedule 13G

Page 3 of 9

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Newstar Holdings SRL

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Barbados

|                    |       |                               |
|--------------------|-------|-------------------------------|
| Number of Shares   | 5.    | SOLE VOTING POWER: 81,023,533 |
| Beneficially Owned | ----- | -----                         |
| by                 | 6.    | SHARED VOTING POWER: 0        |
| Each Reporting     | ----- | -----                         |

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Person with 7. SOLE DISPOSITIVE POWER: 81,023,533

8. SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

81,023,533

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 25.65%

12. TYPE OF REPORTING PERSON: OO

CUSIP NO. 46579N

Schedule 13G

Page 4 of 9

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Newstar Securities SRL

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Barbados

Number of Shares 5. SOLE VOTING POWER: 81,023,533

Beneficially Owned

by 6. SHARED VOTING POWER: 0

Each Reporting

Person with 7. SOLE DISPOSITIVE POWER: 81,023,533

8. SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

81,023,533

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 25.65%

12. TYPE OF REPORTING PERSON: OO

Edgar Filing: FRIEDLAND ROBERT M - Form SC 13G/A

CUSIP NO. 46579N

Schedule 13G

Page 5 of 9

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Australian Bulk Minerals SRL

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Barbados

Number of Shares  
Beneficially Owned  
by  
Each Reporting  
Person with

5. SOLE VOTING POWER: 50,322,533

6. SHARED VOTING POWER: 0

7. SOLE DISPOSITIVE POWER: 50,322,533

8. SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

50,322,533

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 15.93%

12. TYPE OF REPORTING PERSON: OO

CUSIP NO. 46579N

Schedule 13G

Page 6 of 9

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Goldamere Holdings SRL

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/A

(a)

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(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Barbados

Number of Shares  
Beneficially Owned  
by  
Each Reporting  
Person with

5. SOLE VOTING POWER: 50,322,533

6. SHARED VOTING POWER: 0

7. SOLE DISPOSITIVE POWER: 50,322,533

8. SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

50,322,533

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 15.93%

12. TYPE OF REPORTING PERSON: OO

CUSIP NO. 46579N

Schedule 13G

Page 7 of 9

Pursuant to Rule 13d-2(b) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned are hereby amending their Schedule 13G Statement dated December 31, 2003 (the "Schedule 13G") to reflect Newstar Securities' increased ownership percentage in ABM. Capitalized terms used herein have the meanings ascribed to them in the Schedule 13G.

ITEM 1

No changes.

ITEM 2

No changes.

ITEM 3

No changes.

ITEM 4. OWNERSHIP

a. Amount Beneficially Owned:

Goldamere directly beneficially owns an aggregate of

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50,322,533 Shares. ABM may be deemed to beneficially own an aggregate of 50,322,533 Shares as a result of its voting and dispositive power over 50,322,533 Shares beneficially owned by Goldamere, its wholly-owned subsidiary. Newstar Securities may be deemed to beneficially own an aggregate of 81,023,533 Shares as a result of its voting and dispositive power over 50,322,533 Shares beneficially owned by ABM, its 91.91% subsidiary, in addition to the 30,701,000 Shares owned directly by it. Newstar Holdings may be deemed to beneficially own an aggregate of 81,023,533 Shares as a result of its voting and dispositive power over 81,023,533 Shares beneficially owned by Newstar Securities, its wholly-owned subsidiary. Mr. Friedland may be deemed to beneficially own an aggregate of 100,834,334 Shares as a result of his voting and dispositive over 81,023,533 Shares beneficially owned by Newstar Holdings, his wholly-owned company, in addition to the 19,810,801 Shares owned directly by him.

b. Percent of class:

Mr. Friedland may be deemed to beneficially own approximately 31.92% of the outstanding Common Shares. Newstar Holdings and Newstar Securities may be deemed to beneficially own approximately 25.65% of the outstanding Common Shares. ABM and Goldamere may be deemed to beneficially own approximately 15.93% of the outstanding Common Shares.

CUSIP NO. 46579N

Schedule 13G

Page 8 of 9

c. Number of shares as to which such person has sole and shared power to vote and sole and shared power to dispose:

Goldamere may be deemed to have sole power to direct the voting and disposition of the 50,322,533 Shares it beneficially owns. ABM may be deemed to have sole power to direct the voting and disposition of the 50,322,533 Shares beneficially owned by Goldamere, its wholly-owned subsidiary. Newstar Securities may be deemed to have sole power to direct the voting and disposition of the 50,322,533 Shares beneficially owned by ABM, its 91.91% subsidiary, in addition to the 30,701,000 Shares owned directly by it. Newstar Holdings may be deemed to have sole power to direct the voting and disposition of the 81,023,533 Shares beneficially owned by Newstar Securities, its wholly-owned subsidiary. Mr. Friedland may be deemed to have sole power to direct the voting and disposition of the 81,023,533 Shares beneficially owned by Newstar Holdings, his wholly-owned company, in addition to the 19,810,801 Shares owned directly by him.

ITEM 5.

No changes.

ITEM 6.

No changes.

ITEM 7.

No changes.

ITEM 8.

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No changes.

ITEM 9.

No changes.

ITEM 10.

No changes.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

CUSIP NO. 46579N

Schedule 13G

Page 9 of 9

SIGNATURE.

After reasonable 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.

Dated as of January 31, 2006

/s/ Robert Martin Friedland

-----  
Robert Martin Friedland

NEWSTAR HOLDINGS SRL

By: /s/ Robert Martin Friedland

-----  
Name: Robert Martin Friedland  
Title: President

NEWSTAR SECURITIES SRL

By: /s/ Robert Martin Friedland

-----  
Name: Robert Martin Friedland  
Title: President

AUSTRALIAN BULK MINERALS SRL

By: /s/ Robert Martin Friedland

-----  
Name: Robert Martin Friedland  
Title: President

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GOLDAMERE HOLDINGS SRL

By: /s/ Robert Martin Friedland  
-----  
Name: Robert Martin Friedland  
Title: President