

BHP BILLITON LTD
Form S-8 POS
March 28, 2008

As filed with the Securities and Exchange Commission on March 28, 2008

Registration No. 333-141531

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE
AMENDMENT NO.1
TO
FORM S-8
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

BHP Billiton Limited

(Exact Name of Registrant as Specified in Its Charter)

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Victoria, Australia
(State or Other Jurisdiction of

Not Applicable
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

180 Lonsdale Street

Melbourne, Victoria 3000, Australia

Tel. No.: 011-61-3-9609-3333

(Address of Principal Executive Offices) (Zip Code)

BHP Billiton Limited

Global Employee Share Plan

(Full Title of the Plan)

Earl K. Moore

1360 Post Oak Boulevard

Suite 150

Houston, Texas 77056

(Name and Address of Agent For Service)

713-961-8414

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Christopher J. Kell, Esq.

Skadden, Arps, Slate, Meagher & Flom

Level 13, 131 Macquarie Street

Sydney, New South Wales 2000,

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Australia

Tel. No.:011-61-2-9253-6000

EXPLANATORY NOTE

BHP Billiton Limited (the Company) is filing this post-effective amendment No.1 to the Registration Statement on Form S-8 originally filed on March 23, 2007 (Registration No. 333-141531) solely for the purpose of replacing the Amended and Restated Deposit Agreement dated as of November 18, 2003 between the Company and JP Morgan Chase Bank as Depositary and the associated form of American Depositary Receipt, previously filed as Exhibits 4.1 and 4.2, with the Second Amended and Restated Deposit Agreement dated as of July 2, 2007 between the Company and Citibank, N.A. as Depositary and the associated form of American Depositary Receipt.

Item 8. Exhibits.

The documents listed hereunder are filed as exhibits hereto.

Exhibit Number	Exhibit Description
4.1	Second Amended and Restated Deposit Agreement dated as of July 2, 2007 between BHP Billiton Limited and Citibank, N.A. as Depositary*
4.2	Form of American Depositary Receipt*
23.1	Consent of KPMG**
23.2	Consent of KPMG Plc**
24.1	Power of Attorney**

* Filed herewith

** Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melbourne, Australia, on March 28, 2008.

BHP BILLITON LIMITED

By: /s/ MARIUS KLOPPERS
Name: Marius Kloppers
Title: Chief Executive Officer

POWER OF ATTORNEY

Signature	Title
* Don R. Argus	Chairman
* David A. Jenkins	Director
* John M. Schubert	Director
* David A. Crawford	Director
* John G. Buchanan	Director
* Carlos Cordeiro	Director
* Paul Anderson	Director
* Gail De Planque	Director
/s/ MARIUS KLOPPERS Marius Kloppers	Director and Chief Executive Officer
* Jacques Nasser	Director

*
Alexandre Vanselow

Chief Financial Officer

*
Earl K. Moore

(Authorized Representative in the United
States)

*By: /s/ MARIUS KLOPPERS

Name: Marius Kloppers

Title: Attorney-in-fact

EXHIBIT INDEX

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