

BHP BILLITON LTD
Form 6-K
June 05, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Date of 4 June 2003

BHP Billiton Limited

ABN 49 004 028 077

600 Bourke Street

Melbourne Victoria 3000

Australia

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

| | | | | |
|-----------|-------------------------------------|--|-----------|--------------------------|
| Form 20-F | <input checked="" type="checkbox"/> | | Form 40-F | <input type="checkbox"/> |
|-----------|-------------------------------------|--|-----------|--------------------------|

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

| | | | | |
|-----|--------------------------|--|----|-------------------------------------|
| Yes | <input type="checkbox"/> | | No | <input checked="" type="checkbox"/> |
|-----|--------------------------|--|----|-------------------------------------|

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

"For the information of your local market, please find following an Appendix 3B to the Listing Rules of the Australian Stock Exchange filed with that Exchange following the issue of new securities in BHP Billiton Limited under various employee incentive share schemes during the period 1 November 2002 to 30 April 2003. **K J Wood Secretary.**"

Appendix 3B

New issue announcement,
 application for quotation of additional securities
 and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000.

| |
|----------------------|
| Name of entity |
| BHP BILLITON LIMITED |

| |
|-------------------|
| ACN, ARBN or ARSN |
| 004 028 077 |

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

| | | |
|---|--|----------------------------|
| 1 | + Class of +securities issued or to be issued | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 9,978,692 |
| 3 | Principal terms of the | Not applicable |

| | | |
|----------|---|---|
| | <p>+securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | |
| | | |
| <p>4</p> | <p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>The additional securities rank equally in all respects with existing quoted securities from the date of allotment or, in the case of Executive Share Scheme shares, from the date of payment of the final call amount.</p> |
| | | |
| <p>5</p> | <p>Issue price or consideration</p> | <p>i. Executive Share Scheme:</p> <p>40,000 @ \$ 8.49 a share paid to one dollar thirty-six cents.</p> <p>30,000 @ \$ 9.62 a share paid to one dollar thirty-six cents.</p> <p>20,000 @ \$12.12 a share paid to one dollar forty cents.</p> <p>40,000 @ \$16.87 a share paid to one dollar thirty-six cents.</p> <p>24,543 @ nominal value</p> <p>ii. Employee Share Plan:</p> <p>95,000 @ \$18.00 a share</p> <p>1,389,844 @ \$17.08 a share</p> |

| | | |
|---|--|---|
| | | <p>113,500 @ \$17.09 a share</p> <p>74,500 @ \$17.09 a share</p> <p>300,986 @ \$ 8.29 a share</p> <p>162,648 @ \$ 8.30 a share</p> <p>19,500 @ \$13.30 a share</p> <p>75,000 @ \$13.31 a share</p> <p>10,000 @ \$13.01 a share</p> <p>691,500 @ \$14.29 a share</p> <p>5,000 @ \$15.62 a share</p> <p>180,000 @ \$14.30 a share</p> <p>25,000 @ \$14.30 a share</p> <p>29,500 @ \$14.12 a share</p> <p>92,150 @ \$14.13 a share</p> <p>1,729,100 @ \$14.30 a share</p> <p>1,000 @ \$14.13 a share</p> <p>4,829,921 @ nominal value</p> |
| | | |
| 6 | <p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>i. The purpose and terms of issue in respect of the Executive Share Scheme are contained in the Explanatory Booklet (previously forwarded). Includes issue of bonus shares in order to compensate partly paid shareholders for loss suffered due to an anomaly in relation to the treatment of the Executive Shares under the BHP Steel Demerger.</p> <p>ii. Allotment of 4,994,228 shares issued as a result of exercised options to shareholders participating in the Company's Employee Share Plan in accordance with the terms and conditions of the Plan.</p> <p>iii. Allotment of 4,829,921 shares issued as a result of exercised options in consideration of the July 2001 BHP Billiton DLC Merger 1.0651 for 1 Bonus Issue to shareholders participating in the Company's Employee Share Plan & Executive Share Scheme.</p> <p>iv. Employee Share Plan: The purpose and terms of issue in respect of the Employee Share Plan are contained in the Explanatory Booklet (previously forwarded).</p> |

| | | | |
|----|--|---|--|
| | | | |
| 7 | Dates of entering +securities into uncertificated holdings or despatch of certificates | <p>a. Executive Share Scheme: 21 January 2003 to 3 April 2003.</p> <p>b. Employee Share Plan Options: 1 November 2002 to 30 April 2003.</p> | |
| | | | |
| | | Number | + |
| | | | Class |
| 8 | Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable) | 3,746,966,809 | Ordinary shares fully paid |
| | | | |
| | | Number | + |
| | | | Class |
| 9 | Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | <p>25,481,988</p> <p>240,000</p> <p>1,155,000</p> <p>6,120,682</p> <p>11,451,354</p> | <p>Employee Share Plan Options</p> <p>Ordinary shares paid to \$1.40</p> <p>Ordinary shares paid to \$1.36</p> <p>Performance Share Plan Performance Rights</p> <p>Group Incentive Scheme Performance Shares</p> |
| | | | |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | The additional securities will participate fully in future dividends | |

Part 2 - Bonus issue or pro rata issue

| | | |
|----|---|----------------|
| 11 | Is security holder approval required? | Not Applicable |
| | | |
| 12 | Is the issue renounceable or non-renounceable? | Not Applicable |
| | | |
| 13 | Ratio in which the +securities will be offered | Not Applicable |
| | | |
| 14 | + Class of +securities to which the offer relates | Not Applicable |
| | | |
| 15 | + Record date to determine entitlements | Not Applicable |
| | | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not Applicable |
| | | |
| 17 | Policy for deciding entitlements in relation to fractions | Not Applicable |
| | | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents | Not Applicable |

| | | |
|----|--|----------------|
| | Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | |
| | | |
| 19 | Closing date for receipt of acceptances or renunciations | Not Applicable |
| | | |
| 20 | Names of any underwriters | Not Applicable |
| | | |
| 21 | Amount of any underwriting fee or commission | Not Applicable |
| | | |
| 22 | Names of any brokers to the issue | Not Applicable |
| | | |
| 23 | Fee or commission payable to the broker to the issue | Not Applicable |
| | | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | Not Applicable |
| | | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | Not Applicable |
| | | |

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| | | |
|----|---|----------------|
| 26 | Date entitlement and acceptance form and prospectus will be sent to persons entitled | Not Applicable |
| | | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | Not Applicable |
| | | |
| 28 | Date rights trading will begin (if applicable) | Not Applicable |
| | | |
| 29 | Date rights trading will end (if applicable) | Not Applicable |
| | | |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | Not Applicable |
| | | |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not Applicable |
| | | |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | Not Applicable |
| | | |
| 33 | + Despatch date | Not Applicable |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities

(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 N/A The names of the 20 largest holders of the additional
+securities, and the number and percentage of additional +securities held by those holders

36 N/A A distribution schedule of the additional
+securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 N/A A copy of any trust deed for the additional

+securities

(now go to 43)

Entities that have ticked box 34(b)

| | | |
|----|---|----------------|
| 38 | Number of securities for which +quotation is sought | Not Applicable |
| | | |
| 39 | Class of +securities for which quotation is sought | Not Applicable |
| | | |
| 40 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Not Applicable |
| | | |
| 41 | Reason for request for quotation now | |

| | | |
|--|--|-----------------------|
| | <p>Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)</p> | <p>Not Applicable</p> |
| | | |

| | | Number | + Class |
|----|---|-----------------------------|------------|
| 42 | <p>Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)</p> | <p>N o t Applicable</p> | |

(now go to 43)

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

To be invoiced

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant to ASX that the issue of the +securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those +securities should not be granted +quotation. We warrant to ASX that an offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: . . . Date:4/6/2003.....

(~~Director~~/Deputy Company Secretary)

Print name: R V Taylor

BHP Billiton Limited ABN 49 004 028 077

Registered in Australia
Registered Office: 600 Bourke Street Melbourne Victoria 3000
Telephone +61 3 9609 3333 Facsimile +61 3 9609 3015

BHP Billiton Plc Registration number 3196209

Registered in England and Wales
Registered Office: Neathouse Place London SW1V 1BH United Kingdom
Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

The BHP Billiton Group is headquartered in Australia

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BHP BILLITON LIMITED
/s/ KAREN WOOD

Karen Wood
Title: Company Secretary
Date: 4 June 2003