

TRANSALTA CORP  
Form SC 13G/A  
February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934\***

**(Amendment No. 2)**

**Transalta Corp**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

89346D107

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

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)

\*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).

CUSIP No. 89346D107

Names of Reporting Persons.

I.R.S. Identification Nos. of  
above persons (entities only).

1.

RBC Global Asset  
Management Inc. ("RBC  
GAM")  
Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

2.

(a) ..

(b) ..

SEC Use Only

3.

Citizenship or Place of  
Organization

4.

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
With:

Canada  
Sole Voting Power

5.

0  
Shared Voting Power

6.

38,416,962  
Sole Dispositive Power

7.

0  
8. Shared Dispositive Power

38,416,962  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

9.

38,416,962  
Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

10.

Percent of Class Represented  
by Amount in Row (9)

11.

13.43%  
Type of Reporting Person (See  
Instructions)

12.

FI

CUSIP No. 89346D107

Names of Reporting Persons.

I.R.S. Identification Nos. of  
above persons (entities only).

1.

RBC Phillips, Hager & North  
Investment Counsel Inc.  
Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

2.

(a) ..

(b) ..

SEC Use Only

3.

Citizenship or Place of  
Organization

4.

Number of      Canada  
                    Sole Voting Power

Shares      5.

Beneficially      0  
                    Shared Voting Power

Owned by  
Each      6.

Reporting      38,416,962  
                    Sole Dispositive Power

Person  
With:      7.

0  
8. Shared Dispositive Power

38,416,962  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

9.

38,416,962  
Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

10.

Percent of Class Represented  
by Amount in Row (9)

11.

13.43%  
Type of Reporting Person (See  
Instructions)

12.

FI

CUSIP No. 89346D107

Names of Reporting Persons.

I.R.S. Identification Nos. of  
above persons (entities only).

1.

RBC Private Counsel (USA)  
Inc. ("RBC PC")  
Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

2.

(a) ..

(b) ..

SEC Use Only

3.

Citizenship or Place of  
Organization

4.

Number of      Canada  
                    Sole Voting Power

Shares      5.

Beneficially      0  
                    Shared Voting Power

Owned by  
Each      6.

Reporting      38,416,962  
                    Sole Dispositive Power

Person  
With:      7.

0  
8. Shared Dispositive Power

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Beneficially Owned by Each  
Reporting Person

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Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

10.

Percent of Class Represented  
by Amount in Row (9)

11.

13.43%  
Type of Reporting Person (See  
Instructions)

12.

IA



CUSIP No. 89346D107

Names of Reporting Persons.

I.R.S. Identification Nos. of  
above persons (entities only).

1.

Royal Trust Corporation of  
Canada  
Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

2.

(a) ..

(b) ..

SEC Use Only

3.

Citizenship or Place of  
Organization

4.

Canada

Number of Sole Voting Power

Shares 5.

Beneficially 0  
Shared Voting Power

Owned by  
Each 6.

Reporting 38,416,962  
Sole Dispositive Power

Person  
With: 7.

0  
8. Shared Dispositive Power

38,416,962  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

9.

38,416,962  
Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

10.

Percent of Class Represented  
by Amount in Row (9)

11.

13.43%  
Type of Reporting Person (See  
Instructions)

12.

FI

**Item 1.**

- (a) Name of Issuer  
Transalta Corp
- Address of Issuer's Principal Executive Offices  
110 12<sup>th</sup> Ave  
SW Box 1900 Station M  
Calgary A0 T2P 2M1
- (b)

**Item 2.**

- (a) Name of Person Filing
1. RBC Global Asset Management Inc.
  2. RBC Phillips, Hager & North Investment Counsel Inc.
  3. RBC Private Counsel (USA) Inc.
  4. Royal Trust Corporation of Canada
- (b) Address of Principal Business Office or, if none, Residence
1. RBC Centre  
155 Wellington Street West, Suite 2300  
Toronto, Ontario, Canada M5V 3K7  
RBC Centre
  2. 155 Wellington Street West, 17<sup>th</sup> Floor  
Toronto, A6 M5V 3K7
  3. 155 Wellington Street West, 17<sup>th</sup> Floor  
Toronto A6 M5V 3K7
  4. 200 Bay Street, Royal Bank Plaza  
9<sup>th</sup> Floor, South Tower  
Toronto, Canada M5J 2J5

	Citizenship
(c)	Canada
	Title of Class of Securities
(d)	Common Stock
	CUSIP Number
(e)	89346D107

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 38,416,962
- (b) Percent of class: 13.43% .
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
0
  - (ii) Shared power to vote or to direct the vote  
38,416,962
  - (iii) Sole power to dispose or to direct the disposition of  
0
  - Shared power to dispose or to direct the disposition of
  - (iv) 38,416,962

*Instruction:* For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Accounts managed on a discretionary basis by RBC GAM are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, I also certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to the investment adviser is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would be disclosed in a Schedule 13D.

**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: February 13, 2019

RBC GLOBAL ASSET MANAGEMENT INC.

/s/ Michael Taylor

Signature

Michael Taylor/Vice President

Name/Title

RBC PHILLIPS, HAGER & NORTH INVESTMENT COUNSEL INC.

/s/ Vijay Parmar

Signature

Vijay Parmar / President

Name/Title

RBC PRIVATE COUNSEL (USA) INC.

/s/ Vijay Parmar

Signature

Vijay Parmar / Director & Co-President

Name/Title



ROYAL TRUST CORPORATION OF CANADA

/s/ Fauzia Ahmed

Signature

Fauzia Ahmed / Vice-President

Name/Title

ROYAL TRUST CORPORATION OF CANADA

/s/ Michael van der Kooy

Signature

Michael van der Kooy / VP Estate & Trust Services

Name/Title

Index to Exhibits

Exhibit Exhibit

A Joint Filing Agreement

**EXHIBIT A**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G/A with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G/A. In evidence thereof, the undersigned hereby execute this Agreement as of February 13, 2019.

RBC GLOBAL ASSET MANAGEMENT INC.

/s/ Michael Taylor

Signature

Michael Taylor/Vice President

Name/Title

RBC PHILLIPS, HAGER & NORTH INVESTMENT COUNSEL INC.

/s/ Vijay Parmar

Signature

Vijay Parmar / President

Name/Title

RBC PRIVATE COUNSEL (USA) INC.

/s/ Vijay Parmar

Signature

Vijay Parmar / Director & Co-President

Name/Title

ROYAL TRUST CORPORATION OF CANADA

/s/ Fauzia Ahmed

Signature

Fauzia Ahmed / Vice-President

Name/Title

ROYAL TRUST CORPORATION OF CANADA

/s/ Michael van der Kooy

Signature

Michael van der Kooy / VP Estate & Trust Services

Name/Title