

Bunge LTD
Form 11-K
June 18, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

X ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the fiscal year ended December 31, 2012

OR

O TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

for the transition period from to

Commission file number 1-16625

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Bunge Retirement Savings Plan

c/o Bunge North America, Inc.

11720 Borman Drive

St. Louis, Missouri 63146

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Bunge Limited

50 Main Street

White Plains, NY 10606

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| NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable. | |
| <u>Signature</u> | 16 |
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Report of Independent Registered Public Accounting Firm

To Participants, Administrator and Investment Committee of the
Bunge Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Bunge Retirement Savings Plan as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Bunge Retirement Savings Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/Brown Smith Wallace LLC

St. Louis, Missouri

June 18, 2013

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BUNGE RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2012 AND 2011

| | 2012 | 2011 |
|--|-------------------|-------------------|
| INVESTMENTS, at fair value: | | |
| Interest bearing cash | \$ 2,397,696 | \$ 1,853,179 |
| Mutual funds | 166,621,336 | 142,730,215 |
| Interest in Bunge Limited common shares | 12,910,861 | 10,730,001 |
| Common stock | 1,689,515 | 1,210,174 |
| Total Plan interest in Bunge Defined Contribution Plans - Master Trust | 183,619,408 | 156,523,569 |
| RECEIVABLES: | | |
| Notes receivable from participants | 3,335,978 | 2,742,237 |
| Participant contributions | 366,928 | 310,324 |
| Employer contributions | 430,862 | 354,990 |
| Total receivables | 4,133,768 | 3,407,551 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$187,753,176 | \$159,931,120 |

See notes to financial statements.

Table of Contents**BUNGE RETIREMENT SAVINGS PLAN****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

| | 2012 | 2011 |
|---|----------------|----------------|
| ADDITIONS: | | |
| Participants' contributions | \$ 11,245,515 | \$ 10,158,667 |
| Rollover contributions | 4,005,039 | 3,123,001 |
| Employer contributions | 5,442,251 | 4,842,216 |
| Interest income on notes receivable from participants | 110,888 | 102,452 |
| <u>Plan interest in Bunge Defined Contribution Plans Master Trust:</u> | | |
| Investment income - dividends | 3,941,404 | 2,885,962 |
| Investment income - interest | 29,738 | 31,894 |
| Net appreciation (depreciation) in value of investments | 17,051,268 | (6,619,563) |
| Net appreciation (depreciation) of Plan interest in Bunge Defined Contribution Plans Master Trust | 21,022,410 | (3,701,707) |
| Plan transfers | 15,222 | 58,324 |
| Total | 41,841,325 | 14,582,953 |
| DEDUCTIONS: | | |
| Benefits paid to participants | 13,933,213 | 10,591,811 |
| Administrative expenses | 86,056 | 73,855 |
| Total | 14,019,269 | 10,665,666 |
| INCREASE IN NET ASSETS | 27,822,056 | 3,917,287 |
| NET ASSETS AVAILABLE FOR BENEFITS - Beginning of year | 159,931,120 | 156,013,833 |
| NET ASSETS AVAILABLE FOR BENEFITS - End of year | \$ 187,753,176 | \$ 159,931,120 |

See notes to financial statements.

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BUNGE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The Bunge Retirement Savings Plan (the Plan) was established as of January 1, 1971. Effective January 1, 2004, the Plan was amended to include participants from the Bunge Management Services Inc. Savings Plan, the Central Soya and Affiliates Thrift Savings Plan and the non-union participants from the Bunge North America, Inc. Savings Plan. Significant accounting policies followed by the Plan are as follows.

Basis of Accounting The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition The Plan's investment in the Bunge Defined Contribution Plans Master Trust (the Trust) is presented at fair value, which has been determined based on the fair value of the underlying investments of the Trust. The Trust's investments in mutual funds, Bunge Limited common shares and other common stock holdings are stated at estimated fair value which is based on quoted market prices. Sales and purchases of investments are accounted for on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Earnings on investments are allocated to participants based on account balances. See Note 9 for discussion of fair value measurements.

Administrative Expenses Administrative expenses of the Plan are paid by the participants as provided in the plan document.

Use of Estimates The preparation of financial statements in conformity with GAAP requires plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, accompanying notes and financial statements, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties The Plan invests in the Trust which holds various securities, including mutual funds, Bunge Limited common shares, and other common stock holdings. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities may occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

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BUNGE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

2. PLAN DESCRIPTION

The Plan is a defined contribution plan designed to qualify under Section 401(k) of the Internal Revenue Code (IRC) and is administered by the Investment Committee (the Committee) appointed by the Board of Directors of Bunge North America, Inc. (the Company). The Company has appointed Fidelity Management Trust Company (Fidelity) to serve as record keeper, administrator, and trustee of both the Plan and the Trust. The descriptions of Plan terms in the following notes to financial statements are provided for general information purposes only and are qualified in their entirety by reference to the Plan document. Participants should refer to the Plan document for a more complete description of the applicable provisions of the Plan. All non-union employees (except seasonal, temporary and leased employees) employed by Bunge Milling, Inc.; Bunge Oils, Inc.; Bunge North America (East), L.L.C.; Bunge North America (OPD West), Inc.; Bunge Management Services Inc.; Bunge Global Markets, Inc.; Bunge North America, Inc. or their subsidiaries or EGT, LLC; Bunge-SCF Grain, LLC (collectively the Employer Group) are immediately eligible to participate in the Plan. Individual accounts are maintained for each participant. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

3. CONTRIBUTIONS AND WITHDRAWALS

Participants may contribute up to 50% of their base salary on a pre-tax basis. As determined by the IRC 's qualified retirement plan limits, the total amount which a participant could elect to contribute to the Plan on a pre-tax basis in 2012 and 2011 could not exceed \$17,000 and \$16,500, respectively. However, in 2012 and 2011, if a participant reached age 50 by December 31 of that year, they were able to contribute an additional \$5,500 in catch up contributions to the Plan on a pre-tax basis.

The contribution amounts and allocation between pre-tax and post-tax basis of participant accounts are subject to IRC discrimination tests and limitations. The participants' contributions, plus any actual earnings thereon, vest immediately.

Monthly matching contributions are made in cash by the Employer Group. Effective January 1, 2004, participant contributions are matched at the rate of 100% of the first 3% and 50% of the next 2% of participant pre-tax contributions. All matching contributions vest immediately.

Plan participants may select from a number of investment alternatives for their contributions. Investment choices include various mutual funds, common stock and the Bunge Common Stock Fund (the Bunge Fund). The Bunge Fund pools participant 's money with that of other employees to buy common shares of Bunge Limited as well as short-term investments designed to allow participants to buy or sell without the usual trade

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settlement period for individual stock transactions. The value of the participant investment in the Bunge Fund will vary depending on the performance of Bunge Limited, the overall stock market, and the performance and amount of short-term investments held by the Bunge Fund, less any expenses accrued against the Bunge Fund. All dividends and interest earned in the Bunge Fund are reinvested in the Bunge Fund. Participant's ownership in the Bunge Fund is measured in units of the Bunge Fund instead of common shares.

Employer Group matching contributions are allocated to participants based upon the current contribution allocation among investment alternatives elected by the participants. Thereafter, employee and employer contributions may be reallocated by the participant among all investment alternatives.

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BUNGE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

Participants may withdraw their post-tax contributions plus earnings and, in certain circumstances, vested pre-January 1, 2004 Employer Group contributions plus earnings. Vested Employer Group contributions plus earnings may only be withdrawn after all participant post-tax contributions plus earnings have been withdrawn. Participants may not withdraw pre-tax contributions except as provided for hardship withdrawals or age 59½ withdrawals permitted by the Plan. Following normal retirement or termination of employment, participants must withdraw their entire account balances in a lump sum or any other form of payment allowed by the Plan prior to April 1 following the calendar year in which the participant attains age 70½. Participants with account balances less than or equal to \$5,000 upon retirement or termination must withdraw their entire account balances in a lump sum or any other form of payment allowed by the Plan on the date the participant terminates employment. Withdrawals by participants are recorded upon distribution.

The Plan allows participants the option of making qualified (as defined by the Plan document and the IRC) rollover contributions into the Plan.

4. NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years with the exception of loans for the purchase of a primary residence which may have a longer term and participants can have no more than one loan outstanding at any given time. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with the prevailing interest rate charged on similar commercial loans by lending institutions as determined by the plan administrator. Loan payments, including interest due, are paid ratably through payroll deductions. As of December 31, 2012, participant loans bear interest rates from 3.75% to 8.66% and mature through July 2022.

5. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, participants will become 100% vested in their accounts.

6. FEDERAL INCOME TAX STATUS

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The Plan obtained its latest determination letter from the Internal Revenue Service on January 13, 2009, stating that the Plan and related trust was designed, and in compliance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Accordingly, no provision for income taxes has been recorded in the Plan's financial statements.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the state and federal taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Table of Contents**BUNGE RETIREMENT SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011****7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

Certain of the Trust's investments are in shares of funds offered by the trustee. Therefore, these transactions qualify as exempt party-in-interest transactions under ERISA. Such investments as of December 31, 2012, are disclosed in the supplemental schedule of assets (held at end of year.) Fees paid by the Plan for the investment management services were \$86,056 and \$73,855 for the years ended December 31, 2012 and 2011, respectively.

Personnel and facilities of the Company have been used by the Plan for its accounting and other activities at no charge to the Plan.

The Plan allows for participants to invest in the Bunge Fund which holds Bunge Limited common shares, as well as, short-term investments. Bunge Limited is the parent company of the sponsoring Company. The Bunge Fund held 186,339 and 196,064 common shares of Bunge Limited at December 31, 2012 and 2011, respectively of which 177,615 and 187,587 shares were allocated to the Plan at December 31, 2012 and 2011, respectively. During 2012 and 2011, the Plan recorded dividend income of \$191,022 and \$168,016, respectively, and net appreciation (depreciation) in fair value of \$2,866,193 and (\$1,453,189), respectively, from Bunge Limited common shares.

8. INVESTMENTS

The Plan's interest in the investments of the Trust that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, are as follows:

| | 2012 | 2011 |
|--|--------------|--------------|
| Vanguard Prime Money Market Fund | \$21,328,475 | \$20,898,546 |
| T. Rowe Price New America Growth Fund (2) | 22,735,413 | —* |
| Fidelity Total Bond Fund (1) | 19,050,712 | 16,479,924 |
| Janus Adviser Forty Fund Class S(2) | —* | 20,845,166 |
| T. Rowe Price Value Fund | 14,431,785 | 12,460,012 |
| Vanguard Institutional Index Fund Institutional Shares | 23,480,476 | 20,991,925 |

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| | | |
|---|------------|------------|
| Interest in Bunge Limited common shares (1) | 12,910,861 | 10,730,001 |
|---|------------|------------|

*Amount less than 5% of the Plan's assets available for benefits

(1) Represents party-in-interest.

(2) Janus Advisor Forty Fund was removed as an investment option in 2012; T. Rowe Price New American Growth Fund was added as an investment option in 2012

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During the years ended December 31, 2012 and 2011, the Plan's underlying interest in the Trust's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

| | 2012 | 2011 |
|---|---------------|----------------|
| Net appreciation (depreciation) in fair value of investments: | | |
| Mutual funds: | | |
| Bond | \$ 124,300 | \$ 744,091 |
| International | 1,642,172 | (1,727,351) |
| Large Cap | 7,825,862 | (2,160,387) |
| Mid Cap | 1,279,323 | (469,103) |
| Small Cap | 665,543 | (227,383) |
| Specialty | 228,264 | 119,575 |
| Blends | 2,182,758 | (1,101,256) |
| Other | 179,366 | 125 |
| Interest in Bunge Limited common shares | 2,866,193 | (1,453,189) |
| Common stock | 57,487 | (344,685) |
| Dividend income | 3,941,404 | 2,885,962 |
| Interest income | 29,738 | 31,894 |
| Net appreciation (depreciation) of Plan interest in Bunge Defined Contribution Plans Master Trust | \$ 21,022,410 | \$ (3,701,707) |

9. INTEREST IN BUNGE DEFINED CONTRIBUTION PLANS MASTER TRUST

The Plan's investment assets are held in the Trust which was established for the investment of the combined assets of the Plan and other defined contribution plans sponsored by the Company. Each participating plan has an undivided interest in the Trust. The assets of the Trust are held, managed, and administered by the trustee pursuant to the terms of the Bunge Defined Contribution Plans Master Trust. Investment income and administrative expenses relating to the Trust are allocated to the individual participants in the plans based upon individual participant activity.

The Trust is required to maintain separate accounts reflecting the equitable share of each participating plan in the Trust. The Plan's equitable share of the Trust cannot be used for the payments of expenses or benefits allocable to any other participating plan.

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The investments of the Trust at December 31, 2012 and 2011 are summarized as follows

| | <u>2012</u> | <u>2011</u> |
|---|--------------------|--------------------|
| Cash | \$ 2,467,216 | \$ 1,950,420 |
| Investments at fair value: | | |
| Mutual funds: | | |
| Bond | 25,380,084 | 21,622,451 |
| International | 10,419,267 | 9,498,544 |
| Large Cap | 64,334,390 | 57,550,950 |
| Mid Cap | 10,909,354 | 9,395,084 |
| Small Cap | 7,711,431 | 5,120,460 |
| Specialty | 2,575,088 | 1,489,068 |
| Short Term | 23,166,895 | 22,289,672 |
| Blends | 31,125,027 | 22,220,627 |
| Other | 520,362 | 1,529,851 |
| Interest in Bunge Limited common shares | 13,544,982 | 11,214,861 |
| Common stock | 1,775,783 | 1,264,389 |
| Total investment at fair value | 191,462,663 | 163,195,957 |
| Total | \$ 193,929,879 | \$ 165,146,377 |

The Plan's interest in the net assets of the Trust was approximately 95% at December 31, 2012 and 2011.

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The net investment earnings (losses) of the Trust for the years ended December 31, 2012 and 2011 are summarized below:

| | <u>2012</u> | <u>2011</u> |
|---|--------------------|--------------------|
| Net investment earnings (losses) in fair value of investments: | | |
| Mutual funds: | | |
| Bond | \$ 126,361 | \$ 763,266 |
| International | 1,735,241 | (1,816,860) |
| Large Cap | 8,302,731 | (2,307,811) |
| Mid Cap | 1,326,706 | (484,385) |
| Small Cap | 686,124 | (234,561) |
| Specialty | 231,123 | 121,433 |
| Blends | 2,358,313 | (1,190,573) |
| Other | 190,096 | 136 |
| Interest in Bunge Limited common shares | 3,002,804 | (1,524,737) |
| Common stock | 47,550 | (376,328) |
| Dividend income | 4,120,785 | 3,033,678 |
| Interest income | 31,436 | 33,705 |
| Net investment earnings (losses) in Bunge Defined Contribution Plans Master Trust | \$ 22,159,270 | \$ (3,983,037) |

10. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures (ASC 820), established a single authoritative definition of fair value, set a framework for measuring fair value, and requires additional disclosures about fair value measurements.

The various inputs that may be used to determine the value of the Plan's and Trust's investments are summarized in three broad levels. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

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Level 1 Quoted prices in active markets for identical securities.

Level 2 Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 Significant unobservable inputs (including the fund's own assumptions used to determine the fair value of investments).

Interest in Bunge Limited common shares represents participant investments in the Bunge Fund and is valued based upon unitized value of the quoted market price of the underlying common shares.

Table of Contents**BUNGE RETIREMENT SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

The following tables set forth by level within the fair value hierarchy a summary of the Trust's investments measured at fair value on a recurring basis at December 31, 2012 and 2011. Additionally, in accordance with ASC 820, the tables include the major categorization for debt and equity securities held by the Trust on the basis of the nature and risk of the Trust's investment. The tables do not include the Trust's cash of \$2,467,216 and \$1,950,420, respectively, in accordance with the disclosure requirements of ASC 820.

**Fair Value Measurements
at December 31, 2012, Using**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|--|--|----------------|
| Mutual funds: | | | | |
| Bond | \$ 25,380,084 | \$ - | \$ - | \$ 25,380,084 |
| International | 10,419,267 | - | - | 10,419,267 |
| Large Cap | 64,334,390 | - | - | 64,334,390 |
| Mid Cap | 10,909,354 | - | - | 10,909,354 |
| Small Cap | 7,711,431 | - | - | 7,711,431 |
| Specialty | 2,575,088 | - | - | 2,575,088 |
| Short Term | 23,166,895 | - | - | 23,166,895 |
| Blends | 31,125,027 | - | - | 31,125,027 |
| Other | 520,362 | - | - | 520,362 |
| Interest in Bunge Limited common shares | - | 13,544,982 | - | 13,544,982 |
| Common stock | 1,775,783 | - | - | 1,775,783 |
| Total | \$ 177,917,681 | \$ 13,544,982 | \$ - | \$ 191,462,663 |

**Fair Value Measurements
at December 31, 2011, Using**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---------------|---|--|--|---------------|
| Mutual funds: | | | | |
| Bond | \$ 21,622,451 | \$ - | \$ - | \$ 21,622,451 |

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| | | | | |
|---|----------------|---------------|------|----------------|
| International | 9,498,544 | - | - | 9,498,544 |
| Large Cap | 57,550,950 | - | - | 57,550,950 |
| Mid Cap | 9,395,084 | - | - | 9,395,084 |
| Small Cap | 5,120,460 | - | - | 5,120,460 |
| Specialty | 1,489,068 | - | - | 1,489,068 |
| Short Term | 22,289,672 | - | - | 22,289,672 |
| Blends | 22,220,627 | - | - | 22,220,627 |
| Other | 1,529,851 | - | - | 1,529,851 |
| Interest in Bunge Limited common shares | - | 11,214,861 | - | 11,214,861 |
| Common stock | 1,264,389 | - | - | 1,264,389 |
| Total | \$ 151,981,096 | \$ 11,214,861 | \$ - | \$ 163,195,957 |

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Table of Contents**BUNGE RETIREMENT SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS****AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

The following tables set forth by level within the fair value hierarchy a summary of the Plan's underlying investments included in its interest in the Trust measured at fair value on a recurring basis at December 31, 2012 and 2011. Additionally, in accordance with ASC 820, the tables include the major categorization for debt and equity securities held by the Plan on the basis of the nature and risk of the Trust's investment. The tables do not include the Plan's cash of \$2,397,696 and \$1,853,179, respectively, in accordance with the disclosure requirements of ASC 820.

**Fair Value Measurements
at December 31, 2012, Using**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|--|---|--|--|----------------|
| Mutual funds: | | | | |
| Bond | \$ 24,616,039 | \$ - | \$ - | \$ 24,616,039 |
| International | 9,837,986 | - | - | 9,837,986 |
| Large Cap | 60,647,674 | - | - | 60,647,674 |
| Mid Cap | 10,504,656 | - | - | 10,504,656 |
| Small Cap | 7,529,013 | - | - | 7,529,013 |
| Specialty | 2,548,250 | - | - | 2,548,250 |
| Short Term | 21,374,703 | - | - | 21,374,704 |
| Blends | 29,095,764 | - | - | 29,095,763 |
| Other | 467,251 | - | - | 467,251 |
| Interest in Bunge Limited common shares | - | 12,910,861 | - | 12,910,861 |
| Common stock | 1,689,515 | - | - | 1,689,515 |
| Total | \$ 168,310,851 | \$ 12,910,861 | \$ - | \$ 181,221,712 |

**Fair Value Measurements
at December 31, 2011, Using**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---------------|---|--|--|---------------|
| Mutual funds: | | | | |
| Bond | \$ 20,990,643 | \$ - | \$ - | \$ 20,990,643 |

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| | | | | |
|---|----------------|---------------|------|----------------|
| International | 9,013,825 | - | - | 9,013,825 |
| Large Cap | 54,297,102 | - | - | 54,297,102 |
| Mid Cap | 9,073,916 | - | - | 9,073,916 |
| Small Cap | 4,962,636 | - | - | 4,962,636 |
| Specialty | 1,465,970 | - | - | 1,465,970 |
| Short Term | 20,943,730 | - | - | 20,943,730 |
| Blends | 20,487,002 | - | - | 20,487,002 |
| Other | 1,495,391 | - | - | 1,495,391 |
| Interest in Bunge Limited common shares | - | 10,730,001 | - | 10,730,001 |
| Common stock | 1,210,174 | - | - | 1,210,174 |
| Total | \$ 143,940,389 | \$ 10,730,001 | \$ - | \$ 154,670,390 |

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BUNGE RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

11. PLAN TRANSFERS

Certain Plan participants also had accounts in another defined contribution plan sponsored by the Company or a company within the same control group. Plan transfers included in the statements of changes in net assets available for benefits reflect transfers made to combine multiple participant accounts into each participant's active account. In addition, if a change in a participant's employment classification occurs during a Plan year (for example, transfer from union to non-union classification), the assets related to such participant would be transferred to the applicable plan within the control group for such participant's new employment status. Such transfer will be made within a reasonable period of time following the change in employment classification. Timing of those transfers may from time-to-time result in plan payables or receivables in the respective plans.

12. SUBSEQUENT EVENTS

Effective January 1, 2013, the Plan was amended and restated in its entirety in order to incorporate prior amendments into the body of the Plan document. The restatement resulted in no material changes to the provisions of the Plan.

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SUPPLEMENTAL SCHEDULE

Table of Contents**BUNGE RETIREMENT SAVINGS PLAN****EIN 13-4977260 Plan Number 334****SCHEDULE OF ASSETS (HELD AT END OF YEAR)****FORM 5500, SCHEDULE H, PART IV, LINE 4i****AS OF DECEMBER 31, 2012**

| a) | b) | Identity of issue, Borrower, lessor, or similar party | c) | Number of shares/units | d) | Cost ** | e) | Current Value |
|----|----|---|----|------------------------|----|------------|----|------------------|
| | | <u>INTEREST IN BUNGE DEFINED CONTRIBUTION PLANS MASTER TRUST</u> | | | | | | |
| | | INTEREST IN INTEREST BEARING CASH | | | | | \$ | 2,397,696 |
| | | INTEREST IN MUTUAL FUNDS: | | | | | | |
| | | American Century Investments Heritage Fund Investor | | | | | | |
| | | Class | | 192,543.783 | | | | 4,291,801 |
| * | | Fidelity Freedom Income | | 68,395.039 | | | | 800,906 |
| * | | Fidelity Freedom 2000 | | 10,167.363 | | | | 125,770 |
| * | | Fidelity Freedom 2005 | | 6,031.230 | | | | 67,610 |
| * | | Fidelity Freedom 2010 | | 61,019.857 | | | | 861,600 |
| * | | Fidelity Freedom 2015 | | 278,250.281 | | | | 3,286,136 |
| * | | Fidelity Freedom 2020 | | 531,317.116 | | | | 7,603,148 |
| * | | Fidelity Freedom 2025 | | 457,007.004 | | | | 5,461,234 |
| * | | Fidelity Freedom 2030 | | 251,512.902 | | | | 3,579,029 |
| * | | Fidelity Freedom 2035 | | 209,380.097 | | | | 2,476,967 |
| * | | Fidelity Freedom 2040 | | 218,670.260 | | | | 1,806,216 |
| * | | Fidelity Freedom 2045 | | 194,480.326 | | | | 1,902,018 |
| * | | Fidelity Freedom 2050 | | 111,068.352 | | | | 1,070,699 |
| * | | Fidelity Freedom 2055 | | 5,509.186 | | | | 54,431 |
| * | | Fidelity International Discovery Fund | | 258,567.464 | | | | 8,550,826 |
| * | | Fidelity Spartan International Index Fund - Advantage | | | | | | |
| * | | Class | | 37,548.416 | | | | 1,287,160 |
| * | | Fidelity Total Bond Fund | | 1,739,791.062 | | | | 19,050,712 |
| | | T. Rowe Price New America Growth Fund | | 632,945.802 | | | | 22,735,413 |
| | | T. Rowe Price New Horizons Fund | | 80,212.239 | | | | 2,660,640 |
| | | T. Rowe Price Value Fund | | 547,072.973 | | | | 14,431,785 |
| | | Vanguard Institutional Index Fund - Institutional Shares | | 179,899.448 | | | | 23,480,476 |
| | | Vanguard Long-Term Bond Index Fund Institutional | | | | | | |
| | | Shares | | 370,677.592 | | | | 5,289,569 |
| | | Vanguard Mid-Cap Index Fund - Institutional Shares | | 275,881.670 | | | | 6,212,855 |
| | | Vanguard Small-Cap Index Fund - Institutional Shares | | 125,603.020 | | | | 4,868,373 |
| | | Vanguard Prime Money Market Fund | | 21,328,475.210 | | | | 21,328,475 |
| | | Vanguard REIT Index Fund Signal Shares | | 102,380.490 | | | | 2,548,250 |
| | | BrokerageLink Account - Mutual Funds | | | | | | 467,251 |
| | | BrokerageLink Account - Bonds | | | | | | 275,758 |
| | | BrokerageLink Account - Short Term | | | | | | 46,228 |

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Total interest in mutual funds

166,621,336

(Continued)

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Table of Contents**BUNGE RETIREMENT SAVINGS PLAN****EIN 13-4977260 Plan Number 334****SCHEDULE OF ASSETS (HELD AT END OF YEAR)****FORM 5500, SCHEDULE H, PART IV, LINE 4i****AS OF DECEMBER 31, 2012**

| a) | b) | Identity of issue, Borrower, lessor, or similar party | c) | Number of shares/units | d) | Cost ** | e) | Current Value |
|----|----|--|----|--|----|------------|----|------------------|
| | | INTEREST IN COMMON STOCK: | | | | | | |
| * | | Interest in Bunge Limited Common Shares | | | | | \$ | 12,910,861 |
| | | BrokerageLink Account - Common Stock | | | | | | 1,689,515 |
| | | Total interest in common stocks | | | | | | 14,600,376 |
| | | TOTAL INTEREST IN BUNGE DEFINED CONTRIBUTION PLANS MASTER TRUST | | | | | | 183,619,408 |
| | | | | Loan Fund, rates from 3.75% to 8.66%, maturities through July 2022 | | | | |
| * | | NOTES RECEIVABLE FROM PARTICIPANTS: | | | | | | 3,335,978 |
| | | Total investments | | | | | \$ | 186,955,386 |

* Party-in-interest

** Cost information is not required for participant-directed investments and, therefore, is not included.

See accompanying report of independent registered public accounting firm.

(Concluded)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan administrator of the Bunge Retirement Savings Plan has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bunge Retirement Savings Plan

Date: June 18, 2013

By: /s/Geralyn F. Hayes
Geralyn F. Hayes
Plan Administrator

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