

INCO LTD
Form SC 14D9/A
June 07, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934
(Amendment No. 5)**

INCO LIMITED
(Name of Subject Company)

INCO LIMITED
(Names of Persons Filing Statement)

**Common Shares
Stock Purchase Rights**
(Title of Class of Securities)

453258402
(CUSIP Number of Class of Securities)

Simon A. Fish, Esq.
Executive Vice-President, General Counsel & Secretary
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(Name, address, and telephone numbers of person authorized to receive
notices and communications on behalf of the persons filing statement)

With copies to:
James C. Morphy, Esq.
George J. Sampas, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

- ☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Inco on May 31, 2006 and amended on May 31, June 5 and June 6, 2006. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 and previous amendments thereto remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 9. Exhibits.

Item 9 is hereby amended and supplemented by adding the following hereto:

- (a)(11) Presentation made by Inco on June 7, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
 - (a)(12) Press release issued by Inco on June 7, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
 - (a)(13) Speech notes issued by Inco on June 7, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
 - (a)(14) Transcript of presentation and Q&A session by Inco on June 5, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on June 7, 2006)
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SIGNATURE

After due 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.

/s/ Simon A. Fish

Simon A. Fish, Esq.

Executive Vice-President, General Counsel and Secretary

June 7, 2006