

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  
Incorporation or Organization)

**Not Applicable**  
(I.R.S. Employer

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.

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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**

<b>Signature</b>	<b>Title</b>
* 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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