

INCO LTD
Form SC 14D9/A
May 31, 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. 1)

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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(416) 361-7511

(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. 1 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Inco on May 31, 2006. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 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)(4) Press release issued by Inco on May 31, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on May 31, 2006)
 - (a)(5) Presentation made by Inco on May 31, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on May 31, 2006)
 - (a)(6) Speech notes issued by Inco on May 31, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on May 31, 2006)
 - (a)(7) Notice of Variation by Inco in respect of its Offer to Purchase all of the outstanding common shares of Falconbridge Limited, dated May 29, 2006 (incorporated by reference to Inco's Amendment No. 4 to Schedule 14D-1F (File No. 005-62437) filed May 31, 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
May 31, 2006