

TURQUOISE HILL RESOURCES LTD.

Form SC 13G

April 24, 2019

**SECURITIES**

**AND**

**EXCHANGE**

**COMMISSION**

**Washington,**

**D.C. 20549**

**SCHEDULE**

**13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment No.  
)\*

Turquoise Hill  
Resources Ltd.  
(Name of Issuer)

Common Shares,  
no par value per  
share  
(Title of Class of  
Securities)

900435108  
(CUSIP Number)

April 24, 2019  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is  
filed:

ý Rule 13d-1(b)

¨ Rule 13d-1(c)

¨ Rule 13d-1(d)

(Page 1 of 10  
Pages)

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\*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)

|           |   |
|-----------|---|
| <b>1</b>  | NAMES OF REPORTING PERSONS  |
|           | SailingStone Capital Partners LLC                                 |
|           | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP            |
| <b>2</b>  |   |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                 |
|           | Delaware  |
| <b>4</b>  | SOLE VOTING POWER   |
|           | 219,505,152 SHARED VOTING POWER                                   |
| <b>5</b>  |   |
| <b>6</b>  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
|           | 0 SOLE DISPOSITIVE POWER  |
|           | 219,505,152 SHARED DISPOSITIVE POWER                              |
| <b>7</b>  |   |
|           | 0   |
| <b>8</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON      |
| <b>9</b>  |   |
|           | 219,505,152 ..  |
| <b>10</b> |   |

**11** CHECK IF  
THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.91%  
TYPE OF  
REPORTING  
PERSON

IA

|   |  |
|---|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS                                   |
|   | SailingStone Holdings LLC                                    |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP       |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|   | Delaware   |
| <b>5</b>  | SOLE VOTING POWER  |
|   | 0  |
| <b>6</b>  | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 219,505,152  |
| <b>7</b>  | SOLE DISPOSITIVE POWER                                       |
|   | 0  |
| <b>8</b>  | SHARED DISPOSITIVE POWER                                     |
|   | 219,505,152  |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>   | 219,505,152 ..   |

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SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.91%  
TYPE OF  
REPORTING  
PERSON

HC

|   |  |
|---|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS                                   |
|   | MacKenzie B. Davis   |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP         |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|   | United States  |
| <b>5</b>  | SOLE VOTING POWER  |
|   | 0  |
| <b>6</b>  | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 219,505,152  |
| <b>7</b>  | SOLE DISPOSITIVE POWER                                       |
|   | 0  |
| <b>8</b>  | SHARED DISPOSITIVE POWER                                     |
|   | 219,505,152  |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>   | 219,505,152 CHECK IF THE                                     |

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CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.91%  
TYPE OF  
REPORTING  
PERSON

HC; IN



|   |  |
|---|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS                                   |
|   | Kenneth L. Settles Jr.                                       |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP       |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|   | United States  |
| <b>5</b>  | SOLE VOTING POWER  |
|   | 0  |
| <b>6</b>  | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 219,505,152  |
| <b>7</b>  | SOLE DISPOSITIVE POWER                                       |
|   | 0  |
| <b>8</b>  | SHARED DISPOSITIVE POWER                                     |
|   | 219,505,152  |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>   | 219,505,152 CHECK IF THE                                     |

**11** AGGREGATE  
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SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 10.91%  
TYPE OF  
REPORTING  
PERSON

HC; IN

**Item 1(a). NAME OF ISSUER:**

The name of the issuer is Turquoise Hill Resources Ltd. (the "Issuer").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Issuer's principal executive offices are located at Suite 354 – 200 Granville Street, Vancouver, British Columbia, Canada, V6C 1S4.

**Item 2(a). NAME OF PERSON FILING:**

**ADDRESS OF PRINCIPAL**

**Item 2(b). BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

**Item 2(c). CITIZENSHIP:**

This statement is filed by:

**SailingStone Capital Partners LLC**

One California Street, 30th Floor

(i)

San Francisco, CA 94111

Citizenship: Delaware

**SailingStone Holdings LLC**

One California Street, 30th Floor

(ii)

San Francisco, CA 94111

Citizenship: Delaware

**MacKenzie B. Davis**

One California Street, 30th Floor

(iii)

San Francisco, CA 94111

Citizenship: United States

(iv) **Kenneth L. Settles Jr.**

One California Street, 30th Floor

San Francisco, CA 94111

Citizenship: United States

The foregoing persons are hereinafter  
sometimes collectively referred to as the  
"Reporting Persons."

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common shares, no par value per share (the "Shares").

**Item 2(e). CUSIP NUMBER:**

900435108

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

The percentage set forth in Row (11) of the cover page for each of the Reporting Persons is based on the 2,012,314,469 Shares outstanding as of March 13, 2019, as reported in the Issuer's Notice of Annual Meeting of Shareholders and Management Proxy Circular attached as Exhibit 99.1 to the Issuer's Report of Foreign Private Issuer on Form 6-K filed with the Securities and Exchange Commission on March 15, 2019.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**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.**

Each of the Reporting  
Persons hereby  
makes the following  
certification:

By signing below the  
Reporting Person  
certifies that, to the  
best of its 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.

CUSIP No. 900435108 SCHEDULE 13G Page 9 of 10 Pages  
SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: April 24, 2019

SailingStone Capital Partners  
LLC

By: /s/ Kathlyne Kiaie  
Name: Kathlyne Kiaie  
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis  
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.  
Name: Kenneth L. Settles Jr.



CUSIP No. 900435108 SCHEDULE 13G Page 10 of 10 Pages  
EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: April 24, 2019

SailingStone Capital Partners  
LLC

By: /s/ Kathlyne Kiaie  
Name: Kathlyne Kiaie  
Title: Chief Compliance Officer

SailingStone Holdings LLC

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis  
Title: Managing Member

MacKenzie B. Davis

By: /s/ MacKenzie B. Davis  
Name: MacKenzie B. Davis

Kenneth L. Settles Jr.

By: /s/ Kenneth L. Settles Jr.  
Name: Kenneth L. Settles Jr.

