

ALCAN INC
Form SC TO-C
July 12, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO/C

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Alcan, Inc.

(Name of Subject Company (Issuer))

Rio Tinto plc

(Names of Filing Persons (Offeror))

Common Shares

(Title of Class of Securities)

013716105

(CUSIP Number of Class of Securities)

Anette V Lawless

Rio Tinto plc

6 St James's Square

London SW1Y 4LD

United Kingdom

Tel: 011 44 20 7930 2399

with a copy to

Thomas B. Shropshire, Jr.

Linklaters

One Silk Street

London EC2Y 8HQ

United Kingdom

Tel: 011 44 20 7456 2000

(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation

Amount of Filing Fee

Not Applicable*

Not Applicable*

*

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Pursuant to General Instruction D to Schedule TO, no filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: _____ Filing Party: _____

Form or Registration No.: _____ Date Filed: _____

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issue tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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| Exhibit | Description |
|-----------|--|
| 99.(a)(1) | Press release announcing the offer, dated July 12, 2007 |
| 99.(a)(2) | Presentation to analysts, dated July 12, 2007 |
| 99.(a)(3) | Employee communication by Rio Tinto plc regarding the offer, dated July 12, 2007 |
| 99.(a)(4) | Key messages for employee briefing, dated July 12, 2007 |
| 99.(a)(5) | Employee Q&A, dated July 12, 2007 |
| 99.(a)(6) | Internet communication regarding key facts of offer, dated July 12, 2007 |