IVANHOE MINES LTD Form SC 13G/A February 05, 2007

CUSIP NO. 46579N

Schedule 13G

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SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

IVANHOE MINES LTD.
----(Name of Issuer)

COMMON SHARES, NO PAR VALUE

(Title of Class of Securities)

46579N

(CUSIP Number)

31 DECEMBER 2006

(Date of Event Which Requires Filing of this Statement)

*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).

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

[_] Rule 13d-1(b)

[_] Rule 13d-1(c)

[X] Rule 13d-1(d)

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1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Robert Martin	Fried	lland		
2.	CHECK THE APPR	OPRIA	TE BOX IF A MEMBER OF A GR	OUP (SEE INSTRUCTIONS) N/A	
	(a) [_] (b) [_]				
3.	SEC USE ONLY				
			E OF ORGANIZATION: Americ		
Numbe	ficially Owned	5.	SOLE VOTING POWER:	101,842,325	
by		6.	SHARED VOTING POWER:	-0-	
	Reporting on with		SOLE DISPOSITIVE POWER:		
		8.	SHARED DISPOSITIVE POWER	: -0-	
9.	AGGREGATE AMOU	NT BE	NEFICIALLY OWNED BY EACH R	EPORTING PERSON:	
	101,842,325				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A				
11.	PERCENT OF CLA	SS RE	PRESENTED BY AMOUNT IN ROW	9: 27.3%	
12.	TYPE OF REPORT	ING P	ERSON: IN		
CUSIP NO	o. 46579N		Schedule 13G	Page 3 of 10	
1.	NAMES OF REPOR PERSONS (ENTIT		PERSONS I.R.S. IDENTIFICAT	ION NOS. OF ABOVE	
	Newstar Holdin	gs SR			
2.	CHECK THE APPR	OPRIA	TE BOX IF A MEMBER OF A GR		
(a) (b)					
3.	SEC USE ONLY				
	CITIZENSHIP OR	PLAC	E OF ORGANIZATION: Barbad	os	
Numbe	er of Shares	5.	SOLE VOTING POWER:	81,131,524	

by Each Reporting Person with			SHARED VOTING POWER:	-0-	
		7.	SOLE DISPOSITIVE POWER:	81,131,524	
			SHARED DISPOSITIVE POWER:	: -0-	
9.	AGGREGATE AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:			
	81,131,524				
10.	CHECK IF THE A	AGGREG	ATE AMOUNT IN ROW (9) EXCLU	UDES CERTAIN SHARES: N/A	
11.	PERCENT OF CLA	ASS RE	PRESENTED BY AMOUNT IN ROW	9: 21.7%	
12.	TYPE OF REPORT	TING P	ERSON: 00		
CUSIP NC	o. 46579N		Schedule 13G	Page 4 of 10	
1.	NAMES OF REPOR		PERSONS I.R.S. IDENTIFICATI	ION NOS. OF ABOVE	
	Newstar Securi	ities	SRL		
2.	CHECK THE APPR	ROPRIA	TE BOX IF A MEMBER OF A GRO	DUP (SEE INSTRUCTIONS) N/A	
3.	SEC USE ONLY				
4.	CITIZENSHIP OF	PLAC	E OF ORGANIZATION: Barbado	os	
Numbe	er of Shares	5.	SOLE VOTING POWER:	81,131,524	
by		6.	SHARED VOTING POWER:		
	n with	7 .	SOLE DISPOSITIVE POWER:	81,131,524	
		8.	SHARED DISPOSITIVE POWER:	: -0-	
9.	AGGREGATE AMOU	JNT BE	NEFICIALLY OWNED BY EACH RE	EPORTING PERSON:	
	81,131,524				
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 21.7%				
1.2	TVDE OF DEDOD	TINC D	EDSON: OO		

CUSIP NO	. 46579N		Schedule 13G			Page	5 of	10
1.	NAMES OF REPOR		ONS I.R.S. IDENT	 ΓΙΓΙCAΤΙ(ON NOS. C	DF ABOVE		
	Australian Bulk Minerals SRL							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) N/#							
	(a) [_] (b) [_]							
3.	SEC USE ONLY							
4.	CITIZENSHIP OF	PLACE OF	ORGANIZATION:	Barbados	5			
	er of Shares Sicially Owned Reporting On with		LE VOTING POWER:			533		
by			ARED VOTING POWE					
			LE DISPOSITIVE F		50,322,5			
			ARED DISPOSITIVE					
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:							
	50,322,533							
10.	CHECK IF THE A		AMOUNT IN ROW (9					1/A
11.	PERCENT OF CLA	.SS REPRESI	ENTED BY AMOUNT	IN ROW S	9: 13.5%			
12.	TYPE OF REPORT	'ING PERSON	1: 00					
CUSIP NO	. 46579N		Schedule 13G			Page	6 of	10
1.	NAMES OF REPOR		ONS I.R.S. IDENT	ΓIFICATI(ON NOS. C	F ABOVE		
	Goldamere Holdings SRL							
2.	CHECK THE APPR	OPRIATE BO	OX IF A MEMBER (ions)	N/A
	(a) [_] (b) [_]							

3.	SEC USE ONLY					
4.	CITIZENSHIP OR	PLACE	OF ORGANIZATION: Barbado)S		
			SOLE VOTING POWER:	50,322,533		
by Fact	by Each Reporting		SHARED VOTING POWER:	-0-		
			SOLE DISPOSITIVE POWER:	50,322,533		
		8.	SHARED DISPOSITIVE POWER:	: -0-		
9.	AGGREGATE AMOU	NT BEN	EFICIALLY OWNED BY EACH RE	EPORTING PERSON:		
	50,322,533					
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: N/A					
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 13.5%					
12.	12. TYPE OF REPORTING PERSON: OO					
CUSIP 1	NO. 46579N		Schedule 13G	Page 7 of 10		
Regulat unders: 31, 200 Newstar	tions under the igned are hereby 03 (the "Schedul r Securities' in	Secu amen e 13G crease	of Regulation 13D-G of trities Exchange Act of 3 ding their Schedule 13G St") and as amended on Decerd ownership percentage in ascribed to them in the 5	1934, as amended, the catement dated December aber 31, 2005 to reflect a ABM. Capitalized terms		
ITEM 1						
No char	nges.					
ITEM 2						
No char	nges.					
ITEM 3						
No char	nges.					
ITEM 4	. OWNERSHIP					
a	. Amount Benefic	iallv	Owned:			

Goldamere directly beneficially owns an aggregate of 50,322,533 Shares. ABM may be deemed to beneficially own an aggregate of 50,322,533 Shares as a result of its voting and dispositive power

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over 50,322,533 Shares beneficially owned by Goldamere, its wholly-owned subsidiary. Newstar Securities may be deemed to beneficially own an aggregate of 81,131,524 Shares as a result of its voting and dispositive power over 50,322,533 Shares beneficially owned by ABM, its 91.91% subsidiary, in addition to the 30,808,991 Shares owned directly by it. Newstar Holdings may be deemed to beneficially own an aggregate of 81,131,524 Shares as a result of its voting and dispositive power over 81,131,524 Shares beneficially owned by Newstar Securities, its wholly-owned subsidiary. Mr. Friedland may be deemed to beneficially own an aggregate of 101,842,325 Shares as a result of his voting and dispositive over 81,131,524 Shares beneficially owned by Newstar Holdings, his wholly-owned company, in addition to the 20,710,801 Shares owned directly by him, 900,000 of which are options exercisable into Shares in the next 60 days.

b. Percent of class:

Mr. Friedland may be deemed to beneficially own approximately 27.3% of the outstanding Common Shares. Newstar Holdings and Newstar Securities may be deemed to beneficially own approximately 21.7% of the outstanding Common Shares. ABM and Goldamere may be deemed to beneficially own approximately 13.5% of the outstanding Common Shares.

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c. Number of shares as to which such person has sole and shared power to vote and sole and shared power to dispose:

Goldamere may be deemed to have sole power to direct the voting and disposition of the 50,322,533 Shares it beneficially owns. ABM may be deemed to have sole power to direct the voting and disposition of the 50,322,533 Shares beneficially owned by Goldamere, its wholly-owned subsidiary. Newstar Securities may be deemed to have sole power to direct the voting and disposition of the 50,322,533 Shares beneficially owned by ABM, its 91.91% subsidiary, in addition to the 30,808,991 Shares owned directly by it. Newstar Holdings may be deemed to have sole power to direct the voting and disposition of the 81,131,524 Shares beneficially owned by Newstar Securities, its wholly-owned subsidiary. Mr. Friedland may be deemed to have sole power to direct the voting and disposition of the 81,131,524 Shares beneficially owned by Newstar Holdings, his wholly-owned company, in addition to the 20,710,801 Shares owned directly by him, 900,000 of which are options exercisable into Shares in the next 60 days.

ITEM 5.

No changes.

ITEM 6.

No changes.

ITEM 7.

No changes.

ITEM 8.

No changes.				
ITEM 9.				
No changes.				
ITEM 10.				
No changes.				
[REMAINDER C	OF PAGE INTENTIONALLY LEFT BLANK]			
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SIGNATURE.				
	to the best of my knowledge and be forth in this statement is true,			
Dated as of February 1, 2007				
	/s/ Robert Martin Fri			
		Robert Martin Friedland		
	NEWSTAR HOLDINGS SRL	NEWSTAR HOLDINGS SRL		
	By: /s/ Robert Marti			
	Name: Robert Ma Title: President	artin Friedland		
	NEWSTAR SECURITIES SF	RL .		
	By: /s/ Robert Marti			
	Name: Robert Ma Title: President	artin Friedland		
	AUSTRALIAN BULK MINEF	ALS SRL		
	By: /s/ Robert Marti			
	Name: Robert Ma Title: President	artin Friedland		

GOLDAMERE HOLDINGS SRL

By: /s/ Robert Martin Friedland

Name: Robert Martin Friedland

Title: President

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EXHIBIT INDEX

Exhibit 99.1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed as an exhibit to Schedule 13G filed

on February 13, 2003).