

BHP BILLITON FINANCE USA LTD

Form 424B2

February 23, 2012

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CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
U.S.1.000% Notes due 2015	\$ 1,000,000,000	99.791%	\$ 997,910,000	\$ 114,361 ⁽¹⁾
U.S.1.625% Notes due 2017	\$ 1,250,000,000	99.728%	\$ 1,246,600,000	\$ 142,861 ⁽¹⁾
U.S.2.875% Notes due 2022	\$ 1,000,000,000	99.064%	\$ 990,640,000	\$ 113,528 ⁽¹⁾
U.S.4.125% Notes due 2042	\$ 1,000,000,000	98.258%	\$ 982,580,000	\$ 112,604 ⁽¹⁾
U.S. Floating Rate Notes due 2014	\$ 1,000,000,000	100%	\$ 1,000,000,000	\$ 114,600 ⁽¹⁾

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Filed Pursuant to Rule 424(b)(2)

Registration Statement No. 333-162380

333-162380-01

333-162380-02

PROSPECTUS SUPPLEMENT

(to Prospectus dated November 16, 2011)

BHP Billiton Finance (USA) Limited

US\$1,000,000,000 1.000% Senior Notes due 2015

US\$1,250,000,000 1.625% Senior Notes due 2017

US\$1,000,000,000 2.875% Senior Notes due 2022

US\$1,000,000,000 4.125% Senior Notes due 2042

US\$1,000,000,000 Senior Floating Rate Notes due 2014

Fully and unconditionally guaranteed by

BHP Billiton Plc and BHP Billiton Limited

BHP Billiton Finance (USA) Limited is selling US\$1,000,000,000 aggregate principal amount of 1.000% senior notes due 2015, US\$1,250,000,000 aggregate principal amount of 1.625% senior notes due 2017, US\$1,000,000,000 aggregate principal amount of 2.875% senior notes due 2022, US\$1,000,000,000 aggregate principal amount of 4.125% senior notes due 2042 (together, the fixed rate notes) and US\$1,000,000,000 aggregate principal amount of senior floating rate notes due 2014 (the floating rate notes and, together with the fixed rate notes, the notes). BHP Billiton Finance (USA) will pay interest on fixed rate notes semi-annually in arrears on August 24 and February 24 of

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each year, beginning on August 24, 2012 until, and including, the respective maturity date. BHP Billiton Finance (USA) will pay interest on the senior floating rate notes on May 18, August 18, November 18 and February 18 of each year, beginning on May 18, 2012 until, and including, their maturity date.

The notes will be issued by BHP Billiton Finance (USA) and will be guaranteed by each of BHP Billiton Limited, an Australian limited company, and BHP Billiton Plc, an English public limited company. The notes will rank equally in right of payment with all of the issuer's other unsecured and unsubordinated debt obligations. The guarantees will rank equally in the right of payment with each guarantor's other unsecured and unsubordinated debt obligations.

BHP Billiton Finance (USA) will make payments of principal and interest on the notes, and the guarantors will make any payments coming due under the guarantees, free and clear of, and without withholding or deduction for, any Australian and United Kingdom taxes. In the event that payments of principal and interest on the notes or the guarantees become subject to Australian or United Kingdom withholding tax, BHP Billiton Finance (USA) or the guarantors, as applicable, will pay additional amounts so that the amount received by holders of notes after withholding tax will equal the amount that would have been received had no withholding tax been applicable, subject to some exceptions described in the attached prospectus.

In the event that changes in withholding tax law, treaties or interpretations require BHP Billiton Finance (USA) or the guarantors to pay these additional amounts, it may redeem the notes before their stated maturity at a price equal to 100% of their principal amount plus accrued interest to, but not including, the redemption date.

See Risk Factors beginning on page 1 of the attached prospectus for a discussion of material risks that you should consider before deciding whether to invest in the notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus supplement or the attached prospectus. Any representation to the contrary is a criminal offence.

	Price to Investors	Underwriters Discount	Proceeds to the Issuer (before expenses)
Per 1.000% senior notes due 2015	99.791%	.25%	99.541%
Per 1.625% senior notes due 2017	99.728%	.35%	99.378%
Per 2.875% senior notes due 2022	99.064%	.45%	98.614%
Per 4.125% senior notes due 2042	98.258%	.875%	97.383%
Per senior floating rate notes due 2014	100%	.20%	99.800%
Total	\$ 5,217,730,000	\$ 21,250,000	\$ 5,195,605,000

Interest on the notes will accrue from and including the delivery date.

The underwriters are offering the notes subject to various conditions. The underwriters expect to deliver the notes in book-entry form through the facilities of The Depository Trust Company and its participants, including Euroclear and Clearstream, Luxembourg, on or about February 24, 2012.

Bookrunners

Barclays Capital

J.P. Morgan

BNP PARIBAS

RBS
February 21, 2012.

UBS Investment Bank

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You should read this prospectus supplement along with the attached prospectus. Both documents contain information you should consider when making your investment decision. You should rely on the information contained in or incorporated by reference into this prospectus supplement and the attached prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone does provide you with different or inconsistent information, you may not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the attached prospectus is accurate only as of the date on the bottom of the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

In this prospectus supplement, the terms we, our, us, BHP Billiton and BHP Billiton Group refer to BHP Billiton Limited and BHP Billiton together with their respective subsidiaries (including the issuer). BHP Billiton Limited Group refers to the group that is BHP Billiton Limited and its subsidiary companies. BHP Billiton Plc Group refers to the group that is BHP Billiton Plc and its subsidiary companies. BHP Billiton Limited refers to the parent entity that was formerly BHP Limited before the implementation of the dual listed company structure and BHP Billiton Plc refers to the parent entity that was formerly Billiton Plc before the implementation of the dual listed company structure. We refer to BHP Billiton Finance (USA) Limited as BHP Billiton Finance (USA) or the issuer. We refer to BHP Billiton Limited and BHP Billiton Plc together as the guarantors.

This prospectus supplement contains the terms for this offering of notes. This prospectus supplement, or the information incorporated by reference in this prospectus supplement, may add, update or change information in, or incorporated by reference into, the attached prospectus. If information in this prospectus supplement, or the information incorporated by reference in this prospectus supplement, is inconsistent with the information in the attached prospectus, then the information in, or incorporated by reference into, this prospectus supplement, or incorporated by reference in this prospectus supplement, will apply and will supersede that information in, or incorporated by reference into, the attached prospectus. Capitalized terms used but not defined in this prospectus supplement have the meanings given to those terms in the attached prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the attached prospectus in making your investment decision. You should also read and consider the information in the documents we have referred you to under Where you can find additional information.

FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus supplement may constitute forward-looking statements (within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934), which are subject to various risks and uncertainties. These statements can be identified by the use of forward-looking terminology such as intend, aim, project, anticipate, estimate, plan, believe expect, may, should, will, continue, or other similar words. These statements discuss expectations concerning the results of operations or financial condition or provide other forward-looking information. Our actual results, performance or achievements could be significantly different from the results expressed in, or implied by, those forward-looking statements. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made.

These statements include, but are not limited to, the information regarding:

estimated reserves;

trends in commodity prices and currency exchange rates;

demand for commodities;

plans, strategies and objectives of management;

closure or divestment of certain operations or facilities (including associated costs);

anticipated initial production or construction commencement dates;

expected costs or production output;

the anticipated productive lives of projects, mines and facilities;

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industrial action;

provisions for contingent liabilities; and

tax and regulatory developments.

These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause actual results to differ materially from those expressed in the statements contained in this prospectus. When considering these forward-looking statements, you should keep in mind the cautionary statements contained or incorporated by reference in this prospectus. These statements describe circumstances that could cause actual results to differ materially from those contained in any forward-looking statement.

For example, our future revenues from our operations, projects or mines described in this prospectus supplement and the attached prospectus (including the documents incorporated by reference herein) will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project, or the expansion of certain facilities or mines. Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets, the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce, activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty and other factors identified in the description of the risk factors above. We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of such operations or facilities, including associated costs, actual production or commencement dates, cost or production output, or anticipated lives of the projects, mines and facilities discussed in this prospectus will not differ materially from the statements contained in this prospectus.

Except as required by applicable regulations or by law, we do not undertake any obligation to publicly update or review any forward-looking statements, whether as a result of new information or future events or otherwise.

INCORPORATION BY REFERENCE

The SEC allows BHP Billiton Limited and BHP Billiton Plc to incorporate by reference the information each of them files or furnishes with the SEC. This permits BHP Billiton Limited and BHP Billiton Plc to disclose important information to you by referring you to these filed or furnished documents. Any information referenced in this way is considered part of this prospectus, and any information that we file or furnish with the SEC subsequent to this prospectus and incorporate by reference into this prospectus will automatically be deemed to update and supersede this information, as described in more detail below. We incorporate by reference the following documents that have been filed or furnished with the SEC:

The Annual Report on Form 20-F of BHP Billiton Limited and BHP Billiton Plc for the fiscal year ended June 30, 2011.

The report on Form 6-K of BHP Billiton Limited and BHP Billiton Plc furnished to the SEC on February 21, 2012, which includes our unaudited financial information as of and for the six months ended December 31, 2011 and 2010.

Any statement contained herein, or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of the registration statement, this prospectus supplement and the attached prospectus to the extent that a statement contained herein

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or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement, this prospectus supplement or the attached prospectus.

We will provide without charge, upon written or oral request, a copy of any or all of the documents incorporated by reference in this prospectus, other than exhibits which are specifically incorporated by reference in such documents. Requests should be directed to BHP Billiton, 180 Lonsdale Street, Melbourne, Victoria 3000, Australia; telephone: 011 61 3 9609 3333.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

BHP Billiton Limited and BHP Billiton Plc file or furnish annual and other reports and other information with the SEC. You may read and copy any document that BHP Billiton Limited or BHP Billiton Plc has filed or furnished at the SEC's public reference room located at 100 F Street, NE Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, the SEC maintains an Internet site (www.sec.gov) that contains reports filed or furnished by us. Such documents are only incorporated by reference to the extent set forth herein. See Incorporation by reference.

American depositary shares representing ordinary shares of BHP Billiton Limited are listed on the New York Stock Exchange, and its ordinary shares are listed on the Australian Stock Exchange. American depositary shares representing ordinary shares of BHP Billiton Plc are listed on the New York Stock Exchange, and its ordinary shares are admitted to the Official List of the Financial Services Authority in its capacity as competent authority under the United Kingdom Financial Services and Markets Act 2000, referred to as the UK Financial Services Authority, and the London Stock Exchange Plc for trading on the London Stock Exchange's Regulated Market. You can consult reports and other information about BHP Billiton Limited that it has filed pursuant to the rules of the New York Stock Exchange and the Australian Stock Exchange, and about BHP Billiton Plc that it has filed pursuant to the rules of the New York Stock Exchange and the UK Financial Services Authority, at those exchanges or authority. Such documents are not incorporated into this prospectus.

We will make available to the holders of debt securities, at the corporate trust office of the trustee under the indenture governing the debt securities, copies of the indenture as well as our most recent annual report on Form 20-F, including a review of operations, and annual audited consolidated financial statements prepared in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board, or IFRS. We will also make available at the corporate trust office of the trustee our semi-annual consolidated financial statements, prepared in accordance with IFRS. We have not provided, and do not intend to provide, a reconciliation of our financial results to generally accepted accounting principles in the United States.

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SUMMARY

The BHP Billiton Group

We are the world's largest diversified natural resources company. Our corporate objective is to create long-term shareholder value through the discovery, acquisition, development and marketing of natural resources.

We pursue this through our consistent strategy of owning and operating large, long-life, low-cost, expandable, upstream assets diversified by commodity, geography and market.

This strategy means more predictable business performance over time which, in turn, underpins the creation of value for our shareholders, customers, employees and, importantly, the communities in which we operate.

We are among the world's top producers of major commodities, including aluminium, energy coal, metallurgical coal, copper, manganese, iron ore, uranium, nickel, silver and titanium minerals, and have substantial interests in oil and gas.

We continue to invest in the future.

The Group is headquartered in Melbourne, Australia, and consists of the BHP Billiton Limited Group and the BHP Billiton Plc Group as a combined enterprise, following the completion of the Dual Listed Company (DLC) merger in June 2001.

BHP Billiton Limited and BHP Billiton Plc have each retained their separate corporate identities and maintained their separate stock exchange listings, but they are operated and managed as a single unified economic entity, with their boards and senior executive management comprising the same people.

BHP Billiton Limited has a primary listing on the Australian Securities Exchange (ASX) in Australia. BHP Billiton Plc has a premium listing on the London Stock Exchange (LSE) in the United Kingdom and a secondary listing on the Johannesburg Stock Exchange in South Africa. In addition, BHP Billiton Limited American Depositary Receipts (ADRs) and BHP Billiton Plc ADRs trade on the New York Stock Exchange (NYSE) in the US.

As at February 8, 2012, we had a market capitalization of approximately US\$202.6 billion. For the fiscal year ended June 30, 2011, we reported net operating cash flow of US\$30.1 billion, profit attributable to shareholders of US\$23.6 billion and revenue of US\$71.7 billion. For the six months ended December 31, 2011, we reported net operating cash flow of US\$12.3 billion, profit attributable to shareholders of US\$9.9 billion and revenue of US\$37.5 billion. We have approximately 100,000 employees and contractors working in more than 100 locations worldwide.

We operate nine Customer Sector Groups (CSGs) aligned with the commodities which we extract and market. The nine CSGs are:

Petroleum

Aluminium

Base Metals (including Uranium)

Diamonds and Specialty Products

Stainless Steel Materials

Iron Ore

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Manganese

Metallurgical Coal

Energy Coal

Recent Developments

Olympic Dam Pre-Commitment Capital

On October 10, 2011, BHP Billiton received environmental approvals from the South Australian and Australian federal governments for the development of an open pit mine at Olympic Dam in South Australia. On October 12, 2011, BHP Billiton announced approval for US\$1.2 billion in pre-commitment capital for the first phase of the Olympic Dam Project. The funding will facilitate the procurement of long lead items such as trucks and accommodation, infrastructure development and early site works. On November 29, 2011, the South Australian Parliament passed an amendment to the indenture agreement covering issues such as state royalties and other regulatory issues. The first phase of the Olympic Dam Project is currently in feasibility and its progression into execution remains dependent on the completion of all required studies and Board approval, which is expected to be sought in CY2012.

Development of Caval Ridge Mine and Expansion of Peak Downs Mine

On November 1, 2011, BHP Billiton approved development of the Caval Ridge Mine project and expansion of the Peak Downs Mine in the northern Bowen Basin in Central Queensland, Australia. The new Caval Ridge Mine is expected to have the capacity to produce 5.5 million tonnes of export metallurgical coal per year. The Peak Downs Mine is expected to expand production of export metallurgical coal by 2.5 million tonnes per year. The total investment in the initial project is expected to be US\$4.2 billion, of which BHP Billiton's share is US\$2.1 billion. The investment will include construction of a new coal handling and preparation plant at Caval Ridge to process production from the Caval Ridge Mine and Peak Downs Mine expansion. The Caval Ridge Mine project and Peak Downs Mine expansion have received all necessary regulatory approvals and permits.

Senior Executive Changes

On November 28, 2011, BHP Billiton announced changes to its senior management team. Alex Vanselow, Group Executive and Chief Financial Officer, will retire at the end of February 2012. Effective January 1, 2012, he was succeeded by Graham Kerr, recently President of Diamonds and Specialty Products. Additionally, Mike Henry, President of Marketing, joined the Group Management Committee as Group Executive and Chief Marketing Officer.

Mr. Kerr joined the Group in 1994. Prior to this, he was President of Diamonds and Specialty Products. Mr. Kerr has worked in a wide range of finance, treasury and operational roles across the Group, and has held the positions of Chief Financial Officer of Stainless Steel Materials, Vice President Finance BHP Billiton Diamonds and Finance Director for EKATI. In 2004, Mr. Kerr left BHP Billiton for a two year period when he was General Manager Commercial for Iluka Resources Ltd.

Mr. Henry joined the Group in 2003 and was appointed Chief Executive Marketing in November 2011. Prior to this, he was President of Marketing. Mr. Henry's earlier career with BHP Billiton included various business development and marketing roles, including Marketing Director for Petroleum, Marketing Director for Energy Coal & Freight and Vice President Business Development for the Energy Coal Customer Sector Group. Prior to joining BHP Billiton, Mr. Henry worked for Mitsubishi Corporation where he held a number of commercial roles.

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Review of Diamonds Business

On November 29, 2011, BHP Billiton announced a review of its diamonds business, comprised of interests in the EKATI Diamond Mine and the Chidliak exploration project in Canada. The purpose of the review is to examine whether a continued presence in the diamonds industry is consistent with BHP Billiton's strategy and to evaluate the potential sale of all or part of the diamonds business. On December 20, 2011, BHP Billiton agreed to sell its 51% interest in the Chidliak project to Peregrine Diamonds Ltd. for C\$9 million to be paid over three years and a 2% royalty on future production from Chidliak. The review of BHP Billiton's interest in EKATI is ongoing.

Divestment of Interest in Richards Bay Minerals

On February 1, 2012, BHP Billiton announced that it exercised an option to sell its 37% non-operated interest in Richards Bay Minerals to Rio Tinto and plans to exit the titanium minerals industry. Completion of the sale is conditional upon the fulfillment of customary regulatory approvals with the final consideration to be determined according to an agreed valuation process.

Initial Work Approved for Port Hedland Outer Harbour Development

On February 2, 2012, BHP Billiton announced approval of US\$917 million in pre-commitment funding, of which BHP Billiton's share is US\$779 million, for the construction of a 100 million tonne per year outer harbor facility associated with its Western Australia Iron Ore operations. The project, which is expected to be reviewed for full approval in the fourth quarter of calendar year 2012, has an embedded option to expand the outer harbor by a further 100 million tonnes per year. The approved funding will enable BHP Billiton to progress feasibility studies and the procurement of long lead items.

Industrial Action at BHP Billiton Mitsubishi Alliance Mines

Industrial action is continuing at the BHP Billiton Mitsubishi Alliance (BMA) mines in Queensland, Australia, affecting metallurgical coal production. Negotiations are ongoing between BHP Billiton and the BMA labor unions. The extent to which industrial action will continue to impact production, sales and unit costs is difficult to predict.

Major Investment and Reserve Increase at Escondida

On February 14, 2012, BHP Billiton approved a total investment of US\$2.6 billion (BHP Billiton share) in two projects that are expected to result in higher production at Escondida over the next decade.

Organic Growth Project 1 (OGP1) will replace the Los Colorados concentrator with a new 152,000 tonne per day (tpd) plant that is expected to allow access to higher grade ore located underneath the existing facilities. Construction began in February 2012 with commissioning anticipated in the first half of the 2015 calendar year. The project is expected to cost US\$3.8 billion, of which BHP Billiton's share is US\$2.2 billion.

BHP Billiton also approved the Oxide Leach Area Project (OLAP) which will create a new dynamic leaching pad and mineral handling system that will include several overland conveyers. The new pad is expected to maintain oxide leaching capacity at current levels following the exhaustion of the existing heap leach in the 2014 calendar year. OLAP is expected to cost US\$721 million, of which BHP Billiton's share is US\$414 million, with commissioning anticipated in the middle of the 2014 calendar year.

In addition, BHP Billiton announced a 25% increase in the Ore Reserves at Escondida following successful brownfield exploration and accelerated in-fill development drilling programmes. The Ore Reserves increase also

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reflects the approval of OGP1, as most lower grade sulphide ore is now expected to be treated through the flotation circuit with an associated increase in process recoveries.

Deposit ^(b)	Ore Type	Escondida Ore Reserves (100%) ^(a)				Total Ore Reserves		Total Ore Reserves		BHP Billiton Interest %
		Proved Ore Reserves		Probable Ore Reserves		Reserves		Reserves		
		Millions of dry metric tonnes	% TCu	Millions of dry metric tonnes	% TCu	Millions of dry metric tonnes	% TCu	Millions of dry metric tonnes	% TCu	
As at December 31, 2011						As at June 30, 2011				
Copper										
Escondida ^(c)	Oxide	78	0.97	40	0.88	118	0.94	121	0.87	57.5
	Sulphide	2,820	0.81	2,157	0.59	4,977	0.71	2,012	0.97	
	Sulphide Leach	1,150	0.49	835	0.44	1,985	0.47	3,540	0.50	

(a) Competent Person Americo Zuzunaga (MAusIMM). The statement of Ore Reserves has been produced in accordance with Industry Guide 7. The Ore Reserves, presented on a 100 percent basis, are based on information compiled by Mr. Zuzunaga and represents an estimate as at December 31, 2011. Mr. Zuzunaga is a full time employee of Minera Escondida Ltda., is a member of AusIMM, and has sufficient experience relevant to the style of mineralization and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the JORC Code. Mr. Zuzunaga consents to the inclusion in this prospectus supplement of the matters based on his information in the form and context in which it appears.

(b) %TCu = percent total copper.

(c) The change of Ore Reserves from the statement as at June 30, 2011, apart from production depletion, is due in part to changes and increased confidence as a result of new drilling information, and in part due to approval of the OGP1 project that doubles flotation capacity beyond closure of the Los Colorados mill compared to prior reserve estimates. This additional capacity will improve copper recovery of lower-grade sulphide ore as a result of the ability to preferentially treat this material through the flotation circuit rather than Sulphide Leach, as reflected in the change in ore types from the previous report.

The issuer

BHP Billiton Finance (USA) Limited, a corporation organized under the laws of the Commonwealth of Australia, is a wholly-owned finance subsidiary of BHP Billiton Limited. BHP Billiton Finance (USA) was formed for the purpose of borrowing on behalf of the BHP Billiton Group and advancing the net proceeds of such borrowings to members of the BHP Billiton Group. The principal executive offices of BHP Billiton Finance (USA) are located at 180 Lonsdale Street, Melbourne, Victoria 3000, Australia. The issuer's telephone number is 011 61 3 9609 3333.

BHP Billiton Finance (USA) is empowered under its constitution to borrow or raise money in such manner as it sees fit and in particular by the issue of debentures or other securities, such as the notes.

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THE OFFERING

Notes Being Offered	1.000% senior notes due 2015 (the 2015 fixed rate notes), 1.625% senior notes due 2017 (the 2017 fixed rate notes), 2.875% senior notes due 2022 (the 2022 fixed rate notes), 4.125% senior notes due 2042 (the 2042 fixed rate notes) and senior floating rate notes due 2014 (the 2014 floating rate notes and, together with the fixed rate notes, the notes).
Issuer	BHP Billiton Finance (USA) Limited.
Guarantors	BHP Billiton Plc and BHP Billiton Limited.
Principal Amount	2015 fixed rate notes: US\$1,000,000,000 aggregate principal amount. 2017 fixed rate notes: US\$1,250,000,000 aggregate principal amount. 2022 fixed rate notes: US\$1,000,000,000 aggregate principal amount. 2042 fixed rate notes: US\$1,000,000,000 aggregate principal amount. 2014 floating rate notes: US\$1,000,000,000 aggregate principal amount.
Issue Price	2015 fixed rate notes: 99.791%. 2017 fixed rate notes: 99.728%. 2022 fixed rate notes: 99.064%. 2042 fixed rate notes: 98.258%. 2014 floating rate notes: 100%.
Maturity Date	2015 fixed rate notes: February 24, 2015. 2017 fixed rate notes: February 24, 2017.

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2022 fixed rate notes: February 24, 2022.

2042 fixed rate notes: February 24, 2042.

2014 floating rate notes: February 18, 2014.

Interest Rate

The 2015 fixed rate notes will bear interest at the rate of 1.000% per year from February 24, 2012, based upon a 360-day year consisting of twelve 30-day months.

The 2017 fixed rate notes will bear interest at the rate of 1.625% per year from February 24, 2012, based upon a 360-day year consisting of twelve 30-day months.

The 2022 fixed rate notes will bear interest at the rate of 2.875% per year from February 24, 2012, based upon a 360-day year consisting of twelve 30-day months.

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The 2042 fixed rate notes will bear interest at the rate of 4.125% per year from February 24, 2012, based upon a 360-day year consisting of twelve 30-day months.

The 2014 floating rate notes will bear interest at a rate per year, reset quarterly, equal to LIBOR plus 0.27%, as determined by the calculation agent, based upon a 360-day year.

Interest Payment Dates

Interest on the fixed rate notes will be payable semi-annually in arrears on August 24 and February 24 of each year, commencing August 24, 2012 and ending on the respective maturity date. The record dates for interest payments will be August 9 and February 9.

Interest on the 2014 floating rate notes will be payable quarterly in arrears on each of May 18, August 18, November 18 and February 18 of each year, beginning May 18, 2012 and ending on their maturity date. Interest will be paid on the 2014 floating rate notes to holders of record of each 2014 floating rate note in respect of the principal amount thereof as at the 15th calendar day prior to the relevant floating rate interest payment date.

Ranking

The notes will be unsecured obligations of BHP Billiton Finance (USA) and will rank equally in right of payment with all other unsecured and unsubordinated debt obligations of BHP Billiton Finance (USA), and the guarantees will be unsecured obligations of BHP Billiton Plc and BHP Billiton Limited and will rank equally in right of payment with all other unsecured and unsubordinated debt obligations of BHP Billiton Plc and BHP Billiton Limited, except, in each case, indebtedness given preference by applicable law.

Use of Proceeds

We anticipate the net proceeds from the issue and sale of the notes, after deducting underwriting discounts and commissions and our estimated expenses, will be approximately US\$5,195,000,000. We intend to use the net proceeds from the offering of the notes for general corporate purposes, including repayment of commercial paper and repayment of US\$625 million global bonds due March 29, 2012 and 1,250 million medium-term notes due April 4, 2012. See Use of Proceeds .