

INCO LTD
Form SUPPL
August 10, 2004

Filed pursuant to General Instruction II.L. of Form F-10,
File no. 333-104688

This prospectus supplement, together with the base shelf prospectus to which it relates dated April 29, 2003, as amended and restated June 5, 2003, and each document deemed to be incorporated by reference therein, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities commission or similar authority in Canada has in any way passed upon the merits of these securities and any representation to the contrary is an offence.

PROSPECTUS SUPPLEMENT

Prospectus Supplement No. 12 dated August 10, 2004 (to Base Shelf Prospectus dated April 29, 2003, as amended and restated June 5, 2003, and as previously supplemented on May 27, 2003, June 25, 2003, July 10, 2003, July 28, 2003, September 4, 2003, October 10, 2003, October 29, 2003, December 3, 2003, February 11, 2004, March 17, 2004 and May 10, 2004).

\$227,100,000

INCO LIMITED

3 1/2% Subordinated Convertible Debentures Due 2052 and

Common Shares Issuable Upon Conversion, Redemption, Purchase or Payment of the Subordinated Debentures

In accordance with the multijurisdictional disclosure system adopted by the U.S. Securities and Exchange Commission (the "SEC") and the provincial securities regulators in Canada, Inco Limited ("Inco") filed a registration statement (the "Shelf Registration Statement") with the Ontario Securities Commission and the SEC, which included a base shelf prospectus dated April 29, 2003, as amended and restated June 5, 2003 (the "Prospectus"), in order to register in the United States resales of Inco's 3 1/2% Subordinated Convertible Debentures due 2052 (the "Subordinated Debentures") and the common shares issuable upon the conversion, redemption, purchase or payment of the Subordinated Debentures (the "Underlying Shares").

Investing in Inco's common shares or the Subordinated Debentures involves risks. Please carefully consider the Risk Factors section beginning on page 4 of the Prospectus.

The holders of the Subordinated Debentures and the Underlying Shares (together, the "Registrable Securities") are entitled to the benefits of a registration rights agreement, entered into as of March 7, 2003 among Inco and the several Initial Purchasers referred to therein, for whom Morgan Stanley & Co. Incorporated and Salomon Smith Barney Inc. (now Citigroup Global Markets Inc.) are acting as representatives (the "Registration Rights Agreement"). Under the Registration Rights Agreement, any holder of Registrable Securities wishing to sell Registrable Securities pursuant to the Shelf Registration Statement must deliver a Notice and Questionnaire to Inco (each such holder which has delivered a Notice and Questionnaire is referred to as an "Electing Holder"). Upon receipt of a completed and signed Notice and Questionnaire, Inco has agreed to file such documents as may be required to include the Registrable Securities covered thereby in the Shelf Registration Statement.

Inco is filing this Prospectus Supplement so as to include in the Shelf Registration Statement the Registrable Securities of Electing Holders who have signed, completed and returned a Notice and Questionnaire to Inco after the date of the Prospectus as most recently supplemented, and also to provide current information regarding earnings coverage and information regarding the documents incorporated by reference. **Please see Earnings Coverage on page S-2 and Documents Incorporated by Reference on page S-3.** A list of all of the Electing Holders as of the date hereof is attached as Schedule A to this Prospectus Supplement.

EARNINGS COVERAGE

If the initial offering of Subordinated Debentures and the concurrent offering of Convertible Debentures due 2023 (the Convertible Debentures) had been made as of January 1, 2003, consolidated net earnings, before deduction of interest and income and mining taxes of \$160 million for the twelve months ended December 31, 2003 would have been 1.8 times Inco's interest requirement of \$87 million. If the initial offering of Subordinated Debentures and the concurrent offering of Convertible Debentures had been made as of July 1, 2003, consolidated net earnings, before deduction of interest and income and mining taxes of \$657 million for the twelve months ended June 30, 2004 would have been 7.7 times Inco's interest requirement of \$85 million. As Inco's zero coupon convertible notes (LYON Notes), Subordinated Debentures and Convertible Debentures are treated as equity for Canadian GAAP purposes, Inco's interest requirement does not include the carrying charges associated with these securities. Had Inco accounted for the LYON Notes, the Subordinated Debentures and the Convertible Debentures as debt, as is required by U.S. GAAP, the carrying charges of the LYON Notes, the Subordinated Debentures and the Convertible Debentures would have been reflected in interest expense and consolidated net earnings, before deduction of interest and income and mining taxes, would have been 1.6 times Inco's interest requirement for the twelve months ended December 31, 2003 and 6.8 times Inco's interest requirement for the twelve months ended June 30, 2004.

The information included in this section is based upon Inco's audited financial statements prepared in accordance with Canadian GAAP, which differ in certain material respects from U.S. GAAP. If the offering of Subordinated Debentures and the concurrent offering of Convertible Debentures had been made as of January 1, 2003, excluding the cumulative effect of a change in accounting principles of \$17 million, consolidated net loss, before deduction of interest and income and mining taxes of \$95 million for the twelve months ended December 31, 2003, would have been insufficient to cover Inco's interest requirement of \$99 million. If the offering of the Subordinated Debentures and the concurrent offering of Convertible Debentures had been made as of July 1, 2003, excluding the cumulative effect of a change in accounting principles of \$17 million, consolidated net earnings, before deduction of interest and income and mining taxes of \$596 million for the twelve months ended June 30, 2004, would have been 6.2 times Inco's interest requirement of \$96 million. For further information regarding the differences between Canadian GAAP and U.S. GAAP, see Note 23 to Inco's consolidated financial statements included as an Exhibit to its 2003 Annual Report on Form 10-K, as amended.

In the second quarter of 2004, for U.S. GAAP reporting purposes we revised our accounting treatment for currency translation gains and losses arising from the translation into U.S. dollars, at the end of each period, of certain Canadian dollar denominated deferred income and mining tax liabilities established in 1996 upon the acquisition of the Voisey's Bay deposits. The U.S. GAAP amounts noted above include the effect of such revision.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, filed with the SEC and/or with the applicable securities commissions or similar authorities in all of the provinces of Canada, are incorporated by reference herein and form an integral part of the Prospectus:

the Annual Report on Form 10-K of Inco, as amended, for the fiscal year ended December 31, 2003;

the Proxy Circular and Statement of Inco dated February 20, 2004, other than the sections entitled "Report on Executive Compensation" and "Comparative Shareholder Return";

the Material Change Report of Inco dated May 25, 2004; and

the Quarterly Report on Form 10-Q of Inco for the fiscal quarter ended June 30, 2004.

Although not incorporated by reference, a technical report pertaining to Inco's Goro nickel-cobalt project, dated effective as of December 31, 2002, and a technical report pertaining to Inco's Voisey's Bay project, dated effective as of August 31, 2003, have been filed with the Canadian securities regulatory authorities.

Material change reports (other than confidential reports), annual and interim financial statements, annual information forms and information circulars which are filed by us with a securities commission or any other similar authority in Canada, after the date of the Prospectus and prior to the termination of the distribution under the Prospectus shall be deemed to be incorporated by reference into the Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of the Prospectus to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Prospectus.

Copies of the documents incorporated in the Prospectus by reference may be obtained on request without charge from the Office of the Secretary, Inco Limited, 145 King Street West, Suite 1500, Toronto, Ontario, M5H 4B7, telephone (416) 361-7511.

SCHEDULE A

LIST OF ELECTING HOLDERS

| Name of Selling Securityholder | Principal Amount |
|---|------------------|
| Akela Capital Master Fund, Ltd. | \$ 10,000,000 |
| Alpine Associates | \$ 10,220,000 |
| Alpine Partners, L.P. | \$ 1,380,000 |
| Alta Partners Holdings LDC | \$ 13,000,000 |
| B.G.I. Global Investors | \$ 499,000 |
| Bear, Stearns & Co. Inc. | \$ 2,000,000 |
| BTOP Growth vs Value | \$ 800,000 |
| CIBC World Markets | \$ 500,000 |
| Citigroup Global Markets Inc. | \$ 50,000 |
| Credit Suisse First Boston LLC | \$ 1,250,000 |
| Cummins Engine Company, Inc. High Yield Bond Account | \$ 350,000 |
| Dodeca Fund, L.P. | \$ 1,000,000 |
| Forest Fulcrum Fund L.L.P. | \$ 1,380,000 |
| Forest Global Convertible Fund Series A-5 | \$ 4,272,000 |
| Forest Multi-Strategy Master Fund SPC | \$ 977,000 |
| JP Morgan Securities Inc. | \$ 12,000,000 |
| Geode U.S. Convertible Arbitrage Fund, a series of Geode Investors, LLC | \$ 3,000,000 |
| KBC Convertible Arbitrage Fund | \$ 18,920,000 |
| KBC Convertible Mac 28 Ltd. | \$ 1,720,000 |
| KBC Financial Products USA Inc. | \$ 750,000 |
| LLT Limited | \$ 461,000 |
| Lyxor Master Fund (c/o Forest Investment Management, L.L.C.) | \$ 5,478,000 |
| Lyxor Master Fund (c/o Lyxor Asset Management) | \$ 800,000 |
| Melody IAM Ltd. | \$ 860,000 |
| Miller, Tabak, Roberts Securities, LLC | \$ 500,000 |
| Municipal Employees Retirement System of Michigan, High Yield Fund | \$ 650,000 |
| NMS Services (Cayman) Inc. | \$ 2,000,000 |
| Nations Convertible Securities Fund | \$ 1,000,000 |
| OIP Limited | \$ 1,683,000 |
| Oppenheimer Convertible Securities Fund | \$ 2,000,000 |
| Pioneer High Yield Fund | \$100,350,000 |
| Pioneer High Yield VCT Portfolio | \$ 100,000 |
| Pioneer U.S. High Yield Corp. Bond Sub Fund | \$ 6,000,000 |
| Pyramid Equity Strategies Fund | \$ 200,000 |
| RBC Alternative Assets LP | \$ 343,000 |
| Relay 11 Holdings | \$ 266,000 |
| Royal Bank of Canada | \$ 2,000,000 |
| SG Cowan Securities Convertible Arbitrage | \$ 7,500,000 |
| Silverado Arbitrage Trading, Ltd. | \$ 1,200,000 |
| Silverback Master, Ltd. | \$ 21,000,000 |
| Silvercreek II Limited | \$ 1,020,000 |
| Silvercreek Limited Partnership | \$ 2,397,000 |
| Sphinx Convertible Arbitrage | \$ 148,000 |
| Sunrise Partners Limited Partnership | \$ 500,000 |
| Swiss Re Financial Products Corp. | \$ 5,000,000 |
| TD Securities (USA) Inc. | \$ 3,000,000 |
| TQA Special Opportunities Master Fund, Ltd. | \$ 2,583,000 |
| Topanga XI | \$ 1,750,000 |
| UBS Securities LLC | \$ 1,000,000 |
| Univest Convertible Arbitrage Fund Ltd. | \$ 121,000 |

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|------------------------------------|--------------|
| White River Securities L.L.C. | \$ 2,000,000 |
| Wolverine Asset Management, LLC | \$ 3,250,000 |
| Xavex-Convertible Arbitrage 4 Fund | \$ 221,000 |
| Zurich Master Hedge Fund | \$ 668,000 |

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