

ERA Mining Machinery Ltd  
Form CB/A  
May 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB/A**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

(AMENDMENT NO. 3)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)                                 | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)                                  | <input checked="" type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)                       | <input type="radio"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer)                     | <input checked="" type="radio"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response)                     | <input type="radio"/>            |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="radio"/>            |

Note: Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

**ERA Mining Machinery Limited**

(Name of Subject Company)

Not applicable.

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(Translation of Subject Company's Name into English (if applicable))

**Cayman Islands**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Caterpillar Inc.**

(Name of Person(s) Furnishing Form)

**Ordinary Shares  
Options to Subscribe for Ordinary Shares**

(Title of Class of Subject Securities)

**Not applicable.**

(CUSIP Number of Class of Securities (if applicable))

**Lee Jong-Dae**

**Executive Director**

**ERA Mining Machinery Limited**

**Unit 9B, 9th Floor, Shun Ho Tower**

**24-30 Ice House Street, Central**

**Hong Kong**

**+852 2521 0080**

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**Copies to:**

**James B. Buda**

**Senior Vice President and Chief Legal Officer**

**Kenneth A. K. Martin**

**Freshfields Bruckhaus Deringer**

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**Caterpillar Inc.**

**100 NE Adams Street**

**Peoria, Illinois 60629, USA**

**309.675.1000**

**11th Floor, Two Exchange Square**

**8 Connaught Place, Central**

**Hong Kong**

**+852 2846 3400**

**April 30, 2012**

(Date Tender Offer/Rights Offering Commenced)

This Amendment No. 3 ( **Amendment No. 3** ) amends and supplements the Form CB ( **Form CB** ) initially furnished to the United States Securities and Exchange Commission (the **SEC** ) on April 30, 2012 by Caterpillar Inc.

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**PART I - INFORMATION SENT TO SECURITY HOLDERS**

This Amendment No. 3 hereby amends and supplements Item 1 as follows:

**Item 1. Home Jurisdiction Documents**

| <b>Exhibit No.</b> | <b>Document</b>  |
|--------------------|--|
| 99.1*              | Composite offer and response document ( <b>Composite Document</b> ) in relation to the voluntary conditional offer, dated April 30, 2012 |
| 99.2*              | Form of Share Offer Acceptance   |
| 99.3*              | Form of Option Offer Acceptance  |
| 99.4*              | Joint Announcement relating to the dispatch of composite document in relation to the voluntary conditional offer, dated April 30, 2012   |
| 99.18#             | Joint Announcement relating to the unconditionality of the voluntary conditional offer, dated May 21, 2012                               |

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\* Previously furnished to the SEC.

# Furnished herewith.

**Item 2. Informational Legends**

The required legends have been included in prominent portions of Exhibit 99.1 referred to in Item 1.

**PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

This Amendment No. 3 hereby amends and supplements Part II as follows:

| <b>Exhibit No.</b> | <b>Document</b>  |
|--------------------|--|
| 99.5*              | Annual Report of ERA Mining Machinery Ltd (the <b>Subject Company</b> ) for the year ended December 31, 2011   |
| 99.6*              | Annual Report of the Subject Company for the year ended December 31, 2010  |
| 99.7*              | Annual Report of Caterpillar on Form 10-K for the year ended December 31, 2011   |
| 99.8*              | Caterpillar's Annual Report on Form 10-K for the year ended December 31, 2010  |
| 99.9*              | Caterpillar's Earnings Release for the three months ended March 31, 2012   |
| 99.10*             | Service contracts of Directors of the Subject Company  |
| 99.11*             | Material contracts as referred to in (a) through (f) of the section headed <b>Material Contracts</b> in Appendix VI to the Composite Document (previously furnished to the SEC as an exhibit to Form CB on April 30, 2012) |
| 99.12*             | Working Capital Loan Agreement, dated November 10, 2011  |
| 99.13*             | Irrevocable Undertakings, dated November 10, 2011  |
| 99.14*             | Letters of consent, dated April 30, 2012   |
| 99.15*             | Loan Note Instrument, dated April 27, 2012   |

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99.16\* Memorandum and articles of association of Caterpillar (Luxembourg) Investment Co. S.A.  
99.17\* Memorandum and articles of association of ERA Mining Machinery Ltd

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\* Previously furnished to the SEC.

**PART III - CONSENT TO SERVICE OF PROCESS**

Not applicable.

**PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ James B. Buda  
(Signature)

James B. Buda  
Senior Vice President and Chief Legal Officer  
Caterpillar Inc.  
(Name and Title)

May 21, 2012  
(Date)