

INCO LTD
Form SC 14D9/A
July 17, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934**

(Amendment No. 18)

INCO LIMITED

(Name of Subject Company)

INCO LIMITED

(Names of Persons Filing Statement)

Common Shares

Stock Purchase Rights

(Title of Class of Securities)

453258402

(CUSIP Number of Class of Securities)

Simon A. Fish, Esq.

Executive Vice-President, General Counsel & Secretary

145 King Street West, Suite 1500,

Toronto, Ontario M5H 4B7

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(Name, address, and telephone numbers of person authorized to receive
notices and communications on behalf of the persons filing statement)

With copies to:

James C. Morphy, Esq.

George J. Sampas, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4000

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

This Amendment No. 18 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Inco on May 31, 2006 and amended on May 31, June 5, June 6, June 7, June 12, June 13, June 14, June 22, June 23, June 26, June 27, June 30, July 5, July 11 and July 14, 2006. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 and previous amendments thereto remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 9. Exhibits.

Item 9 is hereby amended and supplemented by adding the following hereto:

- (a)(38) Press release issued by Inco on July 16, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on July 17, 2006)
 - (a)(39) Presentation made by Inco on July 17, 2006 (incorporated by reference to Inco's filing pursuant to Rule 425 on July 17, 2006)
 - (a)(40) Notice of Variation and Extension by Inco in respect of its Offer to Purchase all of the outstanding common shares of Falconbridge Limited, dated July 16, 2006 (incorporated by reference to Inco's Amendment No. 7 to Schedule 14D-1F (File No. 005-62437) filed July 17, 2006)
 - (e)(15) Waiver and First Amendment to Combination Agreement dated July 16, 2006 between Inco and Phelps Dodge Corporation (incorporated by reference to Exhibit 2.13 to Inco's Amendment No. 1 to Form F-8 (File No. 333-135786) filed on July 17, 2006)
 - (e)(16) Sixth Amending Agreement dated July 16, 2006 between Inco and Falconbridge Limited (incorporated by reference to Exhibit 2.14 to Inco's Amendment No. 1 to Form F-8 (File No. 333-135786) filed on July 17, 2006)
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SIGNATURE

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/ Simon A. Fish
Simon A. Fish
Executive Vice-President, General Counsel and
Secretary

July 17, 2006