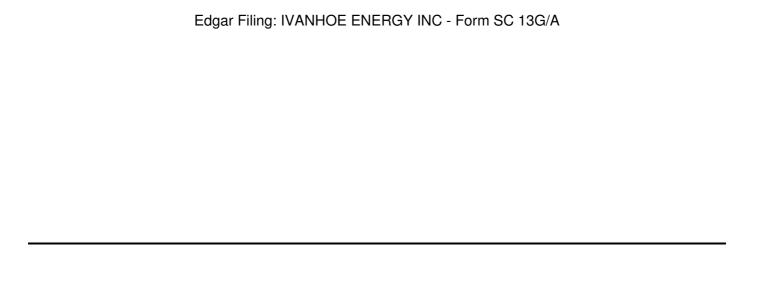
IVANHOE ENERGY INC
Form SC 13G/A
February 11, 2008

(however, see the Notes).

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
(Rule 13d-102)
Under the Securities Exchange Act of 1934
(Amendment No. 3)*
IVANHOE MINES LTD
(Name of Issuer)
Common Shares, No Par Value (Title of Class of Securities)
46579N (CUSIP Number)
31 December 2007(Date of Event which Requires Filing of this Statement)
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)
*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 disclosures provided in a prior cover page.
The information required on the reminder 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") orotherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act



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1	NAME OF REPORTING PERSON S.S. O	R I.R.S.	INDENTIFICATION NO. OF ABOVE PERSON	Ī	
	Robert Martin Friedland				
2	CHECK THE APPROPRIATE BOX IF A	MEMB)	ER OF A GROUP	(a)	0
	N/A			(b)	0
3	SEC USE ONLY				
4	CITENZSHIP OR PLACE OF ORGANIZA	ATION			
	American and Canadian				
		5	SOLE VOTING POWER 102,142,325		
NUM	BER OF	6			
SHAI			SHARED VOTING POWER		
	EFICIALLY IED BY	7	-0-		
EAC					
REPO PERS	ORTING SON	8	SOLE DISPOSITIVE POWER 102,142,325		
			SHARED DISPOSITIVE POWER -0-		
9	AGGREGATE AMOUNT BENEFICIALL	Y OWN	NED BY EACH REPORTING PERSON		
	102,142,325				
10	CHECK IF THE AGGREGATE AMOUNT	Γ IN RC	DW (9) EXCLUDES CERTAIN SHARES		
	N/A				o

o

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	27.1%
12	TYPE OF REPORTING PERSON*
	IN

1	NAME OF REPORTING PERSON S.	S. OR I.R.S.	INDENTIFICATION NO. OF ABOVE PERSO	N	
	Newstar Holdings SRL				
2	CHECK THE APPROPRIATE BOX I	F A MEMBI	ER OF A GROUP	(a) (b)	0
3	SEC USE ONLY				
4	CITENZSHIP OR PLACE OF ORGAN	NIZATION			
	Barbados				
		5	SOLE VOTING POWER 81,131,524		
SHA BEN OWN EAC	EFICIALLY NED BY	6 7	SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER		
PER		8	81,131,524		
			SHARED DISPOSITIVE POWER -0-		
9	AGGREGATE AMOUNT BENEFICE	ALLY OWN	NED BY EACH REPORTING PERSON		
	81,131,524				
10	CHECK IF THE AGGREGATE AMO	UNT IN RC	W (9) EXCLUDES CERTAIN SHARES		
	N/A				o

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	21.6%
12	TYPE OF REPORTING PERSON*
	00

1	NAME OF REPORTING PERSON S.S. OR Newstar Securities SRL	R I.R.S.	INDENTIFICATION NO. OF ABOVE PERSON		
2	CHECK THE APPROPRIATE BOX IF A M	ИЕМВЕ	ER OF A GROUP	(a) (b)	0
3	SEC USE ONLY				
4	CITENZSHIP OR PLACE OF ORGANIZA Barbados	TION			
		5	SOLE VOTING POWER 81,131,524		
SHAD BEND OWN EAC	EFICIALLY NED BY H ORTING	678	SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 81,131,524		
			SHARED DISPOSITIVE POWER -0-		
9	AGGREGATE AMOUNT BENEFICIALLY 81,131,524	Y OWN	ED BY EACH REPORTING PERSON		
10	CHECK IF THE AGGREGATE AMOUNT	'IN RO	W (9) EXCLUDES CERTAIN SHARES		
	N/A				o

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	21.6%
12	TYPE OF REPORTING PERSON*
	00

1	NAME OF REPORTING PERSON S.S. OF Australian Bulk Minerals SRL	R I.R.S.	INDENTIFICATION NO. OF ABOVE PERSON	Ī	
2	CHECK THE APPROPRIATE BOX IF A N	MEMBE	ER OF A GROUP	(a) (b)	0
3	SEC USE ONLY				
4	CITENZSHIP OR PLACE OF ORGANIZA Barbados	ATION			
		5	SOLE VOTING POWER 50,322,533		
SHA BEN OWN EAC	ORTING	678	SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 50,322,533		
			SHARED DISPOSITIVE POWER -0-		
9	AGGREGATE AMOUNT BENEFICIALL 50,322,533	Y OWN	ED BY EACH REPORTING PERSON		
10	CHECK IF THE AGGREGATE AMOUNT	IN RO	W (9) EXCLUDES CERTAIN SHARES		
	N/A				o

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	13.4%
12	TYPE OF REPORTING PERSON*
	00

1	NAME OF REPORTING PERSON S.S. OF Goldamere Holdings SRL	R I.R.S.	INDENTIFICATION NO. OF ABOVE PERSON	N	
2	CHECK THE APPROPRIATE BOX IF A NAME N/A SEC USE ONLY	МЕМВЕ	ER OF A GROUP	(a) (b)	0
4	CITENZSHIP OR PLACE OF ORGANIZA Barbados	ATION			
NUM SHA	MBER OF RES	5	SOLE VOTING POWER 50,322,533 SHARED VOTING POWER		
OWN EAC	ORTING	7	SOLE DISPOSITIVE POWER 50,322,533		
			SHARED DISPOSITIVE POWER -0-		
9	AGGREGATE AMOUNT BENEFICIALL 50,322,533	Y OWN	ED BY EACH REPORTING PERSON		
10	CHECK IF THE AGGREGATE AMOUNT	IN RO	W (9) EXCLUDES CERTAIN SHARES		0

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	13.4%
12	TYPE OF REPORTING PERSON*
	00

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SCHEDULE 13G

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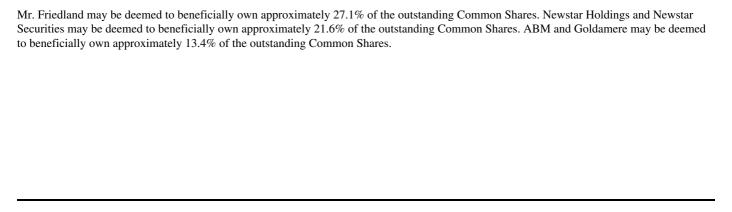
Pursuant to Rule 13d-2(b) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned are hereby amending their Schedule 13G Statement dated December 31, 2003 (the "Schedule 13G") to reflect the vested options held by Mr. Friedland. Capitalized terms used herein have the meanings ascribed to them in the Schedule 13G.

Item 1.		
No Changes.		
Item 2.		
No Changes.		
Item 3.		
No Changes.		
Item 4. Ownership		

a. Amount Beneficially 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 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 102,142,325 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 21,010,801 Shares owned directly by him, 1,200,000 of which are options exercisable into Shares in the next 60 days.

b. Percent of class:



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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 21,010,801 Shares owned directly by him, 1,200,000 if 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 of page intentionally left blank]

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SCHEDULE 13G

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SIGNATURE

After reasonable 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.

Dated as of February 8, 2008

By: /s/ Robert Martin Friedland Robert Martin Friedland

NEWSTAR HOLDINGS SRL

By: /s/ Robert Martin Friedland Name: Robert Martin Friedland

Title: President

NEWSTAR SECURITIES SRL

By: /s/ Robert Martin Friedland Name: Robert Martin Friedland

Title: President

AUSTRALIAN BULK MINERALS SRL

By:

/s/ Robert Martin Friedland Name: Robert Martin Friedland

Title: President

GOLDAMERE HOLDINGS SRL

By: /s/ Robert Martin Friedland Name: Robert Martin Friedland

Title: President