

MOUNTAIN PROVINCE DIAMONDS INC
Form SC 13D/A
February 19, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
AMENDMENT NO. 2
Under the Securities Exchange Act of 1934

MOUNTAIN PROVINCE DIAMONDS INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

62426E402

(CUSIP Number)

BRENDA B. AVELLANO
LINE MANAGEMENT SERVICES LIMITED
57-63 LINE WALL ROAD
GIBRALTAR
011 350 79000

with a copy to

MARY J. MULLANY, ESQUIRE
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1735 MARKET STREET, 51ST FLOOR
PHILADELPHIA, PENNSYLVANIA 19103
(215) 864-8631

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

FEBRUARY 19, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. / /

* 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 remainder 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") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1) Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

BOTTIN (INTERNATIONAL) INVESTMENTS LIMITED, AS TRUSTEE OF THE BANDEARG TRUST

- 2) Check the Appropriate Box if a Member of a Group
(a) _____
(b) _____
-

- 3) SEC Use Only
-

- 4) Source of Funds

00

- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)
-

- 6) Citizenship or Place of Organization

GIBRALTAR

| | |
|--|----------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7) Sole Voting Power |
| | 13,253,430 |

- 8) Shared Voting Power

0

- 9) Sole Dispositive Power

13,253,430

- 10) Shared Dispositive Power

0

- 11) Aggregate Amount Beneficially Owned by Each Reporting Person

13,253,430

- 12) Check Box if the Aggregate Amount in Row (11)
Excludes Certain Shares

/ /

- 13) Percent of Class Represented by Amount in Row (11)

19.7%

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14) Type of Reporting Persons (See Instructions)

CO

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ITEM 1. SECURITY AND ISSUER.

This Statement on Schedule 13D, Amendment No. 2 (this "Schedule 13D/A") amends and supplements the prior statement on Schedule 13D, as amended (the "Statement"), and relates to shares of common stock of Mountain Province Diamonds Inc., a British Columbia, Canada corporation (the "Issuer"). The principal executive offices of the Issuer are located at Suite 212, 525 Seymour Street, Vancouver, British Columbia, Canada, V6B 3H7.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Statement is hereby amended by deleting the three paragraphs thereof and replacing them with the following:

Bottin is a Gibraltar corporation and is a private limited company with its principal place of business at 57-63 Line Wall Road, Gibraltar. Bottin is a private investment company and is the trustee of the Bandearg Trust (the "Trust").

During the five years prior to the date hereof, neither Bottin nor the Trust or, to the best of their knowledge, any executive officer or director of Bottin (who are listed in the Schedule I attached hereto, the contents of which are incorporated herein by reference), (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Statement is hereby amended by adding two new paragraphs following the last paragraph of Item 3 to read as follows:

In December 2001, Bottin, as trustee of the Trust, acquired beneficial ownership of 431,034 shares of common stock and warrants to purchase an additional 431,034 shares of common stock in a private placement transaction for an aggregate purchase price of CDN \$249,999.72. Bottin made this purchase for cash from the Trust's assets.

In October 2002, Bottin exercised previously issued warrants and acquired 628,500 shares of common stock of the Issuer for an aggregate purchase price of CDN \$502,000. Bottin acquired these shares for cash from the Trust's assets.

ITEM 4. PURPOSE OF THE TRANSACTION.

Bottin, as trustee of the Trust, holds these shares for investment purposes.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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Item 5 of the Statement is hereby amended by deleting the two paragraphs thereof and replacing them with the following:

Bottin is, or is deemed to be, the beneficial owner of an aggregate of 13,253,430 shares of common stock of the Issuer (12,822,396 of the outstanding shares and warrants to purchase an additional 431,034 shares), which represents 19.7% of the outstanding common stock of the Issuer.

Bottin has sole voting and dispositive power as to all of the 13,253,430 shares of common stock reported on this Schedule 13D/A.

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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.

Date: February 19, 2004

BOTTIN (INTERNATIONAL) INVESTMENTS LIMITED, as trustee of the Bandearg Trust

By: /s/ Brenda B. Avellano

Name: Brenda B. Avellano
Title: Director

SCHEDULE I

AUTHORIZED DIRECTORS AND OFFICERS OF BOTTIN (INTERNATIONAL) INVESTMENTS LIMITED

| | |
|--------------------------|-----------|
| Desmond R. Reoch | Director |
| Brenda B. Avellano | Director |
| Lesley A. Nuttall | Director |
| Julie Crockett | Director |
| Line Secretaries Limited | Secretary |