

TRANSALTA CORP
Form 40-F/A
October 30, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2 to Form 40-F

on

FORM 40-F/A

[Check one]

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission file number 001-15214

TRANSALTA CORPORATION

(Exact name of Registrant as specified in its charter)

Not applicable

(Translation of Registrant's name into English (if applicable))

Canada

(Province or other jurisdiction of incorporation or organization)

4911

(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable

(I.R.S Employer Identification Number (if applicable))

110-12th Avenue S.W., Box 1900, Station M ,

Calgary, Alberta, Canada, T2P 2M1,

(403) 267-7110

(Address and telephone number of Registrant's principal executive offices)

CT Corporation System, 111 8th Avenue, 13th Floor,

New York, New York, 10011, (212) 894-8400

(Name, address (including zip code) and telephone number (including area code)

of agent for service in the United States)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Shares, no par value	New York Stock Exchange
Common Share Purchase Rights	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

For annual reports, indicate by check mark the information filed with this form:

☒ Annual information form

☒ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

At December 31, 2011, 223,631,000 common shares were issued and outstanding.

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Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes ☒ No ☐

EXPLANATORY NOTE

This Form 40-F/A is being filed solely to make the following amendments to the Registrant's Form 40-F filed on March 2, 2012 (the "Form 40-F"):

1. To amend Exhibit 13.3 of the Registrant's Form 40-F by filing herewith our Consolidated Audited Annual Financial Statements for the year ended December 31, 2011 as Exhibit 13.3 to this Form 40-F/A with an amended Independent Auditors Report of Registered Public Accounting Firm, on page 70 of Exhibit 13.3 which previously, in the Registrant's Form 40-F, inadvertently omitted to state that, in the opinion of the Registrant's Registered Public Accounting Firm, the consolidated financial statements present fairly in all material respects, the financial position of TransAlta Corporation at December 31, 2011 and 2010, and January 1, 2010, and its financial performance and its cash flows for the years ended December 31, 2011 and 2010, in accordance with International Financial Reporting Standards *as issued by the International Accounting Standards Board*. Exhibits 13.1, 13.2 and 13.3 are being filed hereto solely to correct this inadvertent omission.
2. To file the exhibits identified below under the heading "Documents Filed As Part Of This Report and Exhibits."

INCORPORATION BY REFERENCE

The documents forming part of this Form 40-F/A, are incorporated by reference into the following registration statements under the Securities Act of 1933, as amended.

<u>Form</u>	<u>Registration No.</u>
S-8	333-72454
S-8	333-101470
F-10	333-162418
F-10	333-170465

DOCUMENTS FILED AS PART OF THIS REPORT AND EXHIBITS

The following items are filed herewith and specifically incorporated by reference in, and form an integral part of, this filing on Form 40-F/A:

- 13.1 TransAlta Corporation Annual Information Form for the year ended December 31, 2011.
 - 13.2 Management's Discussion and Analysis for the year ended December 31, 2011.
 - 13.3 Consolidated Audited Annual Financial Statements for the year ended December 31, 2011.
 - 13.4 Management's Annual Report on Internal Control over Financial Reporting, (included on page 68 of Exhibit 13.3 filed herewith).
 - 13.5 Independent Auditor's Report on Internal Controls under Standards of the Public Company Accounting Oversight Board (United States), (included on page 69 of Exhibit 13.3 filed herewith).
 - 23.1 Consent of Ernst & Young LLP Chartered Accountants.
 - 31.1 Certification of President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 32.1 Certification of President and Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Form 40 F/A to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Calgary, Province of Alberta, Canada.

TRANSALTA CORPORATION

/s/ Brett Gellner

Brett Gellner
Chief Financial Officer

Dated: October 30, 2012

EXHIBIT INDEX

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