

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 2) \*

Metals Acquisition Corp

(Name of Issuer)

Class A ordinary shares, Par Value \$0.0001 per share

(Title of Class of Securities)

G6040510

(Cusip Number)

December 31, 2022

(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)  
 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following pages)

Page 1 of 26 Pages

Exhibit Index Found on Page 25

CUSIP No. G60405100

<b>1</b>	NAMES OF REPORTING PERSONS Titanium Funding, LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) <div style="text-align: right;">                     (a) <input type="checkbox"/>                     (b) <input checked="" type="checkbox"/>**                 </div> ** The reporting persons making this filing hold an aggregate of 2,489,700 Shares (as defined in Item 2), which is 9.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 2,489,700
	<b>7</b>	SOLE DISPOSITIVE POWER -0-
	<b>8</b>	SHARED DISPOSITIVE POWER 2,489,700
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,489,700	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <div style="text-align: right;"> <input type="checkbox"/> </div>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.4%	
<b>12</b>	TYPE OF REPORTING PERSON (See Instructions) OO	

CUSIP No. G60405100

<b>1</b>	NAMES OF REPORTING PERSONS Farallon Capital Management, L.L.C.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> ** ** The reporting persons making this filing hold an aggregate of 2,489,700 Shares (as defined in Item 2), which is 9.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
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CUSIP No. G60405100

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	6	SHARED VOTING POWER 2,489,700
	7	SOLE DISPOSITIVE POWER -0-
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CUSIP No. G60405100

<b>1</b>	NAMES OF REPORTING PERSONS Philip D. Dreyfuss	
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<b>1</b>	NAMES OF REPORTING PERSONS Hannah E. Dunn	
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<b>1</b>	NAMES OF REPORTING PERSONS Nicolas Giauque	
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<b>1</b>	NAMES OF REPORTING PERSONS David T. Kim	
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<b>1</b>	NAMES OF REPORTING PERSONS Michael G. Linn	
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<b>1</b>	NAMES OF REPORTING PERSONS Rajiv A. Patel	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> ** ** The reporting persons making this filing hold an aggregate of 2,489,700 Shares (as defined in Item 2), which is 9.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
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<b>1</b>	NAMES OF REPORTING PERSONS Thomas G. Roberts, Jr.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> ** ** The reporting persons making this filing hold an aggregate of 2,489,700 Shares (as defined in Item 2), which is 9.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
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1	NAMES OF REPORTING PERSONS Edric C. Saito	
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<b>1</b>	NAMES OF REPORTING PERSONS William Seybold	
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<b>1</b>	NAMES OF REPORTING PERSONS Daniel S. Short	
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12	TYPE OF REPORTING PERSON (See Instructions) IN	

CUSIP No. G60405100

<b>1</b>	NAMES OF REPORTING PERSONS Mark C. Wehrly	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> ** ** The reporting persons making this filing hold an aggregate of 2,489,700 Shares (as defined in Item 2), which is 9.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -0-
	<b>6</b>	SHARED VOTING POWER 2,489,700
	<b>7</b>	SOLE DISPOSITIVE POWER -0-
	<b>8</b>	SHARED DISPOSITIVE POWER 2,489,700
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,489,700	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <span style="float: right;"><input type="checkbox"/></span>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.4%	
<b>12</b>	TYPE OF REPORTING PERSON (See Instructions) IN	

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on August 12, 2021 (together with all prior and current amendments thereto, this "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Metals Acquisition Corp (the "Company")

(b) Address of Issuer's Principal Executive Offices:

Century House, Ground Floor  
Cricket Square, P.O. Box 2238  
Grand Cayman KY1-1107, Cayman Islands

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to Class A ordinary shares, par value \$0.0001 per share (the "Shares"), of the Company. The CUSIP number for the Shares is G60405100.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

TF LLC

- (i) Titanium Funding, LLC, a Delaware limited liability company ("TF LLC"), with respect to the shares held by it.

The Management Company

- (ii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), which is the manager of TF LLC, with respect to the Shares held by TF LLC.

The Farallon Individual Reporting Persons

- (iii) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Management Company, with respect to the shares held by TF LLC: Joshua J. Dapice ("Dapice"); Philip D. Dreyfuss ("Dreyfuss"); Hannah E. Dunn ("Dunn"); Michael B. Fisch ("Fisch"); Richard B. Fried ("Fried"); Varun N. Gehani ("Gehani"); Nicolas Giauque ("Giauque"); David T. Kim ("Kim"); Michael G. Linn ("Linn"); Rajiv A. Patel ("Patel"); Thomas G. Roberts, Jr. ("Roberts"); Edric C. Saito ("Saito"); William Seybold ("Seybold"); Daniel S. Short ("Short"); Andrew J. M. Spokes ("Spokes"); John R. Warren ("Warren"); and Mark C. Wehrly ("Wehrly").

Dapice, Dreyfuss, Dunn, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Saito, Seybold, Short, Spokes, Warren and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.”

The citizenship of each of TF LLC and the Management Company is set forth above. Each of the Farallon Individual Reporting Persons, other than Giauque and Spokes, is a citizen of the United States. Giauque is a citizen of France. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

Item 4. Ownership

The information required by Items 4(a) – (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for TF LLC are held directly by TF LLC. The Management Company, as the manager of TF LLC, may be deemed to be a beneficial owner of such shares held by TF LLC. Each of the Farallon Individual Reporting Persons, as a manager or senior manager, as the case may be, of the Management Company, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of such Shares held by TF LLC. **Each of the Management Company and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.**

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be a beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2023

/s/ John R. Warren

\_\_\_\_\_  
FARALLON CAPITAL MANAGEMENT, L.L.C.,

On its own behalf and

As the Manager of

TITANIUM FUNDING, LLC

By John R. Warren, Managing Member

/s/ John R. Warren

\_\_\_\_\_  
John R. Warren, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Andrew J. M. Spokes and Mark C. Wehrly

The Powers of Attorney executed by each of Dapice, Dreyfuss, Dunn, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Saito, Seybold, Short, Spokes and Wehrly authorizing Warren to sign and file this Schedule 13G on his or her behalf, which were filed as exhibits to the Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on January 31, 2023 by such Reporting Persons with respect to the Class A Ordinary Shares of ARYA Sciences Acquisition Corp IV, are hereby incorporated by reference.

EXHIBIT INDEX

EXHIBIT 1            Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 7, 2023

/s/ John R. Warren

FARALLON CAPITAL MANAGEMENT, L.L.C.,

On its own behalf and

As the Manager of

TITANIUM FUNDING, LLC

By John R. Warren, Managing Member

/s/ John R. Warren

John R. Warren, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Andrew J. M. Spokes and Mark C. Wehrly