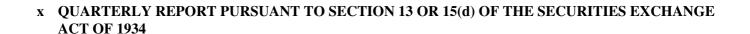
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q



For the quarterly period ended June 30, 2013

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-16625

BUNGE LIMITED

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

50 Main Street, White Plains, New York (Address of principal executive offices)

10606 (Zip Code)

(914) 684-2800

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 x No o

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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x

Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes o No x

As of July 30, 2013 the number of shares issued of the registrant was:

Common shares, par value \$.01 per share: 147,244,972

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BUNGE LIMITED

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BUNGE LIMITED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(U.S. dollars in millions, except per share data)

	Three Months Ended June 30,				Six Months Ended June 30,		
		2013		2012	2013		2012
Net sales	\$	15,491	\$	14,499 \$	30,276	\$	27,408
Cost of goods sold		(14,875)		(13,856)	(29,013)		(26,228)
Gross profit		616		643	1,263		1,180
Selling, general and administrative expenses		(379)		(374)	(728)		(767)
Interest income		12		16	21		38
Interest expense		(86)		(78)	(162)		(137)
Foreign exchange gain (loss)		(3)		13	(43)		71
Other income (expense) net		(1)		(7)	38		(8)
Gain on sale of investment in affiliate				85			85
Gain on acquisition of controlling interest				36			36
Income from continuing operations before							
income tax		159		334	389		498
Income tax expense		(38)		(75)	(111)		(115)
Income from continuing operations		121		259	278		383
Income (loss) from discontinued operations, net							
of tax		1		7	(8)		(28)
Net income		122		266	270		355
Net (income) loss attributable to noncontrolling							
interests		14		8	46		11
Net income attributable to Bunge		136		274	316		366
Convertible preference share dividends and							
other obligations		(26)		(9)	(36)		(17)
	\$	110	\$	265 \$	280	\$	349

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Net income available to Bunge common shareholders

Earnings per common share basic (Note 17)

Net income (loss) from continuing operations