

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 03-31-2013

Check here if Amendment [] ; Amendment Number: _____

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Bedlam Asset Management plc
Address: 20 Abchurch Lane, London, EC4N 7BB, UK

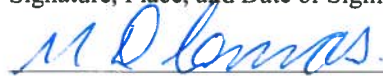
Form 13F File Number: 28-_____

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Michael Comras
Title: Chief Compliance Officer
Phone: +44 20 7648 4325

Signature, Place, and Date of Signing:



[Signature]

London, U.K.
[City, State]

05-14-2013
[Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 25

Form 13F Information Table Value Total: 145,474
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

<u>COLUMN 1</u>	<u>COLUMN 2</u>	<u>COLUMN 3</u>	<u>COLUMN 4</u>	<u>COLUMN 5</u>	<u>COLUMN 6</u>	<u>COLUMN 7</u>	<u>COLUMN 8</u>		
<u>NAME OF ISSUER</u>	<u>TITLE OF CLASS</u>	<u>CUSIP</u>	<u>VALUE</u> <u>(x\$1000)</u>	<u>SHRS OR</u> <u>PRN AMT</u>	<u>SH/</u> <u>PRN</u>	<u>PUT/</u> <u>CALL</u>	<u>INVESTMENT</u> <u>DISCRETION</u>	<u>OTHER</u> <u>MANAGER</u>	<u>VOTING AUTHORITY</u> <u>SOLE</u> <u>SHARED</u> <u>NONE</u>
AGCO CORP	COM	001084 10 2	8,155	156,474	SH		SOLE		156,474
BRISTOL MYERS SQUIBB CO	COM	110122 10 8	8,572	208,076	SH		SOLE		208,076
CELGENE CORP	COM	151020 10 4	10,140	87,483	SH		SOLE		87,483
CHART INDS INC	COM	16115Q 30 8	6,692	83,621	SH		SOLE		83,621
CHECKPOINT SYS INC	COM	162825 10 3	7,510	159,825	SH		SOLE		159,825
CINEMARK HOLDINGS INC	COM	17243V 10 2	1,248	42,402	SH		SOLE		42,402
FIRST MAJESTIC SILVER CORP	COM	32076V 10 3	6,531	403,882	SH		SOLE		403,882
GOLDCORP INC NEW	COM	380956 40 9	8,159	242,612	SH		SOLE		242,612
KIMBERLY CLARK CORP	COM	494368 10 3	615	6,264	SH		SOLE		6,264
MARKET VECTORS ETF TR	VIETNAM ETF	57060U 76 1	156	7,658	SH		SOLE		7,658
MEDTRONIC INC	COM	585055 10 6	10,714	228,142	SH		SOLE		228,142
MOSAIC CO NEW	COM	617700 10 9	9,788	164,200	SH		SOLE		164,200
PENTAIR INC	COM	709631 10 5	10,907	206,766	SH		SOLE		206,766
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V 40 8	134	8,070	SH		SOLE		8,070
PFIZER INC	COM	717081 10 3	13,430	465,334	SH		SOLE		465,334
SANOFI	SPONSORED ADR	80105N 10 5	1,096	21,459	SH		SOLE		21,459
SHFL ENTMT INC	COM	78423R 10 5	9,597	579,181	SH		SOLE		579,181
SILVER WHEATON CORP	COM	828336 10 7	582	18,568	SH		SOLE		18,568
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M 20 5	506	8,773	SH		SOLE		8,773
SYNGENTA AG	SPONSORED ADR	87160A 10 0	495	5,916	SH		SOLE		5,916
TYCO INTERNATIONAL LTD	SHS	H89128 10 4	7,801	243,795	SH		SOLE		243,795
ULTRA PETROLEUM CORP	COM	903914 10 9	6,681	332,385	SH		SOLE		332,385
WD-40 CO	COM	929236 10 7	319	5,829	SH		SOLE		5,829
WOLVERINE WORLD WIDE INC	COM	978097 10 3	8,249	185,917	SH		SOLE		185,917
YAMANA GOLD INC	COM	98462Y 10 0	7,397	481,863	SH		SOLE		481,863