

Vale S.A.  
Form 8-A12B  
September 16, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**VALE S.A.**  
**(Exact Name of Registrant as**  
**Specified in Its Charter)**

**VALE OVERSEAS LIMITED**  
**(Exact Name of Registrant as Specified**  
**in Its Charter)**

**FEDERATIVE REPUBLIC OF BRAZIL**  
**(Jurisdiction of Incorporation**  
**or Organization)**

**CAYMAN ISLANDS**  
**(Jurisdiction of Incorporation**  
**or Organization)**

Avenida Graça Aranha, No. 26  
20030-900 Rio de Janeiro, RJ, Brazil  
**(Address of Principal Executive Offices)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file numbers to which this form relates: 333-138617 and 333-138617-01

**(If applicable)**

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

**Title of Each Class**  
**to be so Registered**

**Name of Each Exchange**  
**on Which**  
**Each Class is to be**  
**Registered**

5 5/8% Guaranteed Notes due 2019  
Securities to be registered pursuant to Section 12(g) of the Act:

New York Stock Exchange

None  
**(Title of class)**

**Item 1. Description of Registrants Securities to be Registered.**

For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of Debt Securities on pages 8 through 21 of the Prospectus dated November 13, 2006 included in the registration statement on Form F-3 of Vale Overseas Limited (the Company ) and Vale S.A. (the Guarantor ) (Registration Nos. 333-138617 and 333-138617-01), as supplemented by the information under the headings Risk Factors Risks Relating to the Notes and Description of Notes on pages S-8 through S-9 and S-11 through S-18, respectively, of the related Prospectus Supplement, dated September 8, 2009, which information is incorporated by reference and made part of this registration statement in its entirety.

**Item 2. Exhibits.**

99(A). Prospectus dated November 13, 2006 and Prospectus Supplement dated September 8, 2009, incorporated by reference to the filing by the Company and the Guarantor under Rule 424(b)(2) on September 9, 2009 (Registration Nos. 333-138617 and 333-138617-01).

99(B). Form of Global Note (included in the Ninth Supplemental Indenture, filed herewith as Exhibit 99(D)).

99(C). Form of Amended and Restated Indenture among the Company, the Guarantor and The Bank of New York, incorporated by reference to Exhibit 4.2 of the Registration Statement on Form F-3 of the Company and the Guarantor filed on November 13, 2006 (Registration Nos. 333-138617 and 333-138617-01).

99(D). Form of Ninth Supplemental Indenture among the Company, the Guarantor and The Bank of New York Mellon.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

VALE S.A.

(Registrant)

By: /s/ José Alberto Menezes Penedo

Name: José Alberto Menezes Penedo

Title: Attorney-in-Fact

By: /s/ Adriana Barbosa Areias

Name: Adriana Barbosa Areias

Title: Attorney-in-Fact

VALE OVERSEAS LIMITED

(Registrant)

By: /s/ José Alberto Menezes Penedo

Name: José Alberto Menezes Penedo

Title: Attorney-in-Fact

By: /s/ Adriana Barbosa Areias

Name: Adriana Barbosa Areias

Title: Attorney-in-Fact

Date: September 15, 2009

**INDEX TO EXHIBITS**

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