

RIO TINTO LTD  
Form SC14D9C  
March 14, 2008

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

**SCHEDULE 14D-9/C**

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Rio Tinto plc  
Rio Tinto Limited**

(Name of Subject Company)

**Rio Tinto plc  
Rio Tinto Limited**

(Name of Person(s) Filing Statement)

**Ordinary Shares of Rio Tinto plc  
American Depositary Shares, each representing four Ordinary Shares of Rio Tinto plc  
Ordinary Shares of Rio Tinto Limited**

(Title of Class of Securities)

**Ordinary Shares of Rio Tinto plc (ISIN GB 0007188757)  
American Depositary Shares of Rio Tinto plc (CUSIP US767204100)  
Ordinary Shares of Rio Tinto Limited (ISIN AU000000RIO1)**

(CUSIP Number of Class of Securities)

**Ben Mathews  
Rio Tinto plc  
5 Aldermanbury Square  
London EC2V 7HR  
United Kingdom  
Tel: 011 44 20 7930 2399**

*Copy to:*

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One Silk Street  
London EC2Y 8HQ  
United Kingdom  
Tel: 011 44 20 7456 2000**

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(Name, Address, and Telephone Number of Person  
Authorized to Receive Notices and Communications  
On Behalf of the Person(s) Filing Statement)

Check the box if the filing relates solely to preliminary communications made before the commencement of a  
tender offer

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**ITEM 9. EXHIBITS.**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 99.1           | Excerpt from the 2007 Annual Report of Rio Tinto, dated March 14, 2008.    |
| 99.2           | Rio Tinto plc 2008 notice of annual general meeting, dated March 14, 2008. |

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**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b> |
|----------------|--------------------|
|----------------|--------------------|

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|             |   |
|-------------|---|
| <u>99.1</u> | <u>Excerpt from the 2007 Annual Report of Rio Tinto, dated March 14, 2008.</u>    |
| <u>99.2</u> | <u>Rio Tinto plc 2008 notice of annual general meeting, dated March 14, 2008.</u> |

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