

Vale S.A.  
Form S-8 POS  
November 28, 2012

As filed with the Securities and Exchange Commission on November 28, 2012

Registration No. 333- [ • ]

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Vale S.A.**

(Exact name of registrant as specified in its charter)

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**The Federative Republic of Brazil**  
(State or other jurisdiction of incorporation or  
organization)

**Not Applicable**  
(I.R.S. Employer Identification No.)

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**Avenida Graça Aranha, No. 26  
20030-900 Rio de Janeiro, RJ, Brazil**

(Address of Principal Executive Offices)

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**Matching Program**

**2013 Cycle**

(Full Title of the plan)

**Vale Americas Inc.  
Park 80 West**

**250 Pehle Ave., Suite 302  
Saddle Brook, New Jersey 07663  
(416) 687-6040**

(Name, address and telephone Number, including area code, of agent for service)

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**with copies to:**

**Nicolas Grabar**  
Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, NY 10006  
(212) 225-2000

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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

Large accelerated filer

Accelerated filer

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

Smaller reporting company



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (File No. 333-172847) (the Registration Statement ) of Vale S.A. (the Registrant ), which was filed with the U.S. Securities and Exchange Commission on March 16, 2011. The Registration Statement registered 20,000,000 Preferred Class A shares of the Registrant s stock ( Shares ), to be offered pursuant to the Matching Program (the Plan ).

On January 4, 2012, the Registrant filed with the Securities and Exchange Commission a Post-Effective Amendment No. 1 to the Registration Statement (File No. 333-172847) in order to add the Vale Matching Program 2012 Cycle to the Registration Statement.

The purpose of this Post-Effective Amendment No. 2 is to add an additional plan, the Vale Matching Program 2013 Cycle (the 2013 Matching Program ), to the Registration Statement. Under the 2013 Matching Program, as in the Plan, Shares will be offered to certain eligible employees, subject to the satisfaction of applicable vesting conditions, in connection with those employees own purchase of Shares. No additional securities are being registered hereby.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following exhibits are filed with or incorporated by reference into this Post Effective Amendment No. 2 to the Registration Statement:

<b>Exhibit number</b>	<b>Document</b>
4.4	Vale Matching Program 2013 Cycle (filed herewith)
24	Power of Attorney (included on signature pages)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Vale certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rio de Janeiro, State of Rio de Janeiro, Brazil on October 24, 2012.

**VALE S.A.**

By: /s/ Murilo Pinto de Oliveira Ferreira  
Name: Murilo Pinto de Oliveira Ferreira  
Title: Chief Executive Officer

By: /s/ Luciano Siani Pires  
Name: Luciano Siani Pires  
Title: Chief Financial Officer

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Mr. Murilo Ferreira and Mr. Luciano Siani Pires, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Murilo Pinto de Oliveira Ferreira Murilo Ferreira	Chief Executive Officer	October 24, 2012
/s/ Luciano Siani Pires Luciano Siani Pires	Chief Financial Officer	October 24, 2012
Vale Americas Inc.	Authorized Representative of Vale S.A. in the United States	November 6, 2012
By: /s/ Paul Houston Paul Houston		
/s/ Dan Antonio Marinho Conrado Dan Antonio Marinho Conrado	Chairman of the Board of Directors	October 24, 2012
Mário da Silveira Teixeira Júnior	Vice-Chairman	
/s/Marcel Juvimano Barros Marcel Juvimano Barros	Director	October 24, 2012
/s/Robson Rocha Robson Rocha	Director	October 24, 2012
Nelson Henrique Barbosa Filho	Director	
/s/Renato da Cruz Gomes Renato da Cruz Gomes	Director	October 24, 2012
Fuminobu Kawashima	Director	
/s/Oscar Augusto de Camargo Filho Oscar Augusto de Camargo Filho	Director	October 24, 2012

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Luciano Galvão Coutinho Director

/s/Paulo Soares de Souza  
Paulo Soares de Souza Director

October 24, 2012

/s/ José Mauro Mettrau Carneiro da Cunha  
José Mauro Mettrau Carneiro da Cunha Director

November 27, 2012

**EXHIBIT INDEX**

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