

Vale S.A.  
Form 8-A12B  
November 10, 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.  Securities Act registration statement file numbers to which this form relates: 333-109610 and 333-109610-01 **(If applicable)**

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

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

9.0% Guaranteed Notes Due 2013

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

None

**(Title of class)**

**Name of Each Exchange on**  
**Which**

**Each Class is to be Registered**

New York Stock Exchange

**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 headings Risk Factors , beginning on page 11, and Description of the New Notes , beginning on page 23, of the Prospectus dated October 27, 2003, which is part of the registration statement on Form F-4 of Vale Overseas Limited (the Company ) and Vale S.A. (formerly Companhia Vale do Rio Doce) (the Guarantor ) (Registration Nos. 333-109610 and 333-109610-01), which information is incorporated by reference and made part of this registration statement in its entirety.

**Item 2. Exhibits.**

99(A). Prospectus dated October 27, 2003, incorporated by reference to the filing by the Company and the Guarantor under Rule 424(b)(2) on October 27, 2003 (SEC Accession No. 0001193125-03-067332).

99(B). Form of Global Note (included in the Second Supplemental Indenture, incorporated by reference herein as Exhibit 99(D)).

99(C). Form of Indenture among the Company, the Guarantor and JPMorgan Chase Bank (the Trustee ), incorporated by reference to Exhibit 4.1 of the Registration Statement on Form F-4 of the Company and the Guarantor filed on March 21, 2002 (Registration Nos. 333-84696 and 333-84696-01).

99(D). Form of Second Supplemental Indenture among the Company, the Guarantor and the Trustee, incorporated by reference to the filing on Form F-4 by the Company and the Guarantor on October 10, 2003 (Registration Nos. 333-109610 and 333-109610-01).

**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/ Sonia Zagury  
Name: Sonia Zagury  
Title: Attorney-in-Fact

By: /s/ Fabio de Oliveira Barbosa  
Name: Fabio de Oliveira Barbosa  
Title: Chief Financial Officer and  
Principal Accounting Officer

VALE OVERSEAS LIMITED  
(Registrant)

By: /s/ : Wanda Krajnc Alves  
Name: Wanda Krajnc Alves  
Title: Director

By: /s/ Sonia Zagury  
Name: Sonia Zagury  
Title: Director

Date: October 19, 2009

**INDEX TO EXHIBITS**

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