

RIO TINTO PLC
Form 20-F/A
November 19, 2010

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

**FORM 20-F/A
Amendment No. 2**

(Mark One)

- o **Registration statement pursuant to Section 12 (b) or 12(g) of the Securities Exchange Act of 1934**
or
- o **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the financial year ended: 31 December 2009
or
- o **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from: _____ to _____
or
- o **Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Date of event requiring this shell company report _____

Commission file number: 1-10533

Commission file number: 0-20122

Rio Tinto plc

**Rio Tinto Limited
ABN 96 004 458 404**

(Exact name of Registrant as specified in its charter)

(Exact name of Registrant as specified in its charter)

England and Wales

Victoria, Australia

(Jurisdiction of incorporation or organisation)

(Jurisdiction of incorporation or organisation)

**2 Eastbourne Terrace
London, W2 6LG, United Kingdom**

**Level 33, 120 Collins Street
Melbourne, Victoria 3000, Australia**

(Address of principal executive offices)

(Address of principal executive offices)

Julie Parent, T: 514-848-8519, E: julie.parent@riotinto.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

| Title of each class | Name of each exchange on which registered | Name of each exchange on which registered | Title of each class |
|-------------------------------|--|--|----------------------------|
| American Depositary Shares* | New York Stock Exchange | | |
| Ordinary Shares of 10p each** | New York Stock Exchange | | |
| 7.125% Notes due 2013 | New York Stock Exchange | New York Stock Exchange | 7.125% Notes due 2013 |
| 5.875% Notes due 2013 | | | 5.875% Notes due 2013 |

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| | | | |
|-----------------------|-------------------------|-------------------------|-----------------------|
| | New York Stock Exchange | New York Stock Exchange | |
| 6.500% Notes due 2018 | New York Stock Exchange | New York Stock Exchange | 6.500% Notes due 2018 |
| 7.125% Notes due 2028 | New York Stock Exchange | New York Stock Exchange | 7.125% Notes due 2028 |
| 8.900% Notes due 2014 | New York Stock Exchange | New York Stock Exchange | 8.900% Notes due 2014 |
| 9.250% Notes due 2019 | New York Stock Exchange | New York Stock Exchange | 9.250% Notes due 2019 |

* Evidenced by American Depositary Receipts. Each American Depositary Share Represents one Rio Tinto plc Ordinary Shares of 10p each.

** Not for trading, but only in connection with the listing of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission

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

| | |
|----------------------------|----------------------------|
| Title of each class | Title of each class |
| None | Shares |

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None None

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report:

| Title of each class | Number | Number | Title of each class |
|-----------------------------|---------------|---------------|----------------------------|
| Ordinary Shares of 10p each | 1,529,003,871 | 606,831,240 | Shares |
| DLC Dividend Share of 10p | 1 | 1 | DLC Dividend Share |
| Special Voting Share of 10p | 1 | 1 | Special Voting Share |

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Indicate by check mark if the registrants are well-known seasoned issuers, as defined in rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrants are not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrants: (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days:

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). * Yes No

* This requirement does not apply to the registrant until its fiscal year ending December 31, 2011.

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, or non-accelerated filers. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

Indicate by check mark which basis of accounting the registrants have used to prepare the financial statements included in this filing:

US GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrants have elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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EXPLANATORY NOTE

This Amendment No. 2 to Form 20-F is filed solely to amend the Annual Report on Form 20-F for the fiscal year ended December 31, 2009, filed jointly by Rio Tinto plc and Rio Tinto Limited on May 27, 2010, as amended by Amendment No. 1 to form 20-F filed on October 27, 2010 (the Form 20-F) in order to refile Exhibit 4.15. Exhibit 4.15 is an Implementation Agreement which had been entered into by Rio Tinto Limited, Rio Tinto plc, BHP Billiton Limited and BHP Billiton plc dated 5 December 2009 (including the schedules) (collectively the Implementation Agreement). As announced in the report on Form 6-K filed with the Securities and Exchange Commission by Rio Tinto plc and Rio Tinto Limited on October 18, 2010, the plans for a joint venture between the parties have ended and the Implementation Agreement has been terminated.

Portions of Exhibit 4.15 were redacted and filed separately with the Securities Exchange Commission pursuant to a request for confidential treatment. The purpose of this Amendment No. 2 to Form 20-F is to replace Exhibit 4.15 with a new version which includes (a) the execution date of the Implementation Agreement and (b) the names of the signatories to the Implementation Agreement. Exhibit 4.15 to this Amendment No. 2 to Form 20-F supersedes and replaces the corresponding exhibit originally filed with the Form 20-F. Certain other portions of this new version of Exhibit 4.15 will continue to be redacted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

This Amendment No. 2 to Form 20-F, including revised Exhibit 4.15, speaks as of the date of the initial filing of the Form 20-F. Other than as described above, this Amendment No. 2 to Form 20-F does not, and does not purport to, amend, update or restate the information in the Form 20-F or reflect any events that have occurred after the Form 20-F was filed.

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Signature

EX-4.15

EX-12.1

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Exhibits marked **** have been filed as exhibits to this Amendment No. 2 to Form 20-F and other exhibits have been incorporated by reference as indicated.

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| Exhibit Number | Description |
|-------------------|---|
| 1.1* | Articles of Association of Rio Tinto plc (adopted by special resolution passed on 20 April 2009 and amended on 1 October 2009) |
| 1.2* | Constitution of Rio Tinto Limited (ACN 004 458 404) (as adopted by special resolution passed on 24 May 2000 and amended by special resolution on 18 April 2002, 29 April 2005, 27 April 2007, 24 April 2008 and 20 April 2009) |
| 2.1 | Facility Agreement, dated 12 July 2007, among Rio Tinto, Credit Suisse, Deutsche Bank AG, London Branch, The Royal Bank of Scotland plc, and Societe Generale (incorporated by reference to Exhibit (b)(1) to the Schedule TO-T filed by Rio Tinto plc and Rio Tinto Canada Holding Inc. on 24 July 2007, File No. 1-10533) |
| 3.1 | DLC Merger Implementation Agreement, dated 3 November 1995 between CRA Limited and The RTZ Corporation PLC relating to the implementation of the DLC merger (incorporated by reference to Exhibit 2.1 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 1995, File No. 1-10533) |
| 3.2* | DLC Merger Sharing Agreement, dated 21 December 1995 and amended on 14 April 2005, 29 April 2005 and 18 December 2009 between CRA Limited and The RTZ Corporation PLC relating to the ongoing relationship between CRA and RTZ following the DLC merger |
| 3.3* | RTZ Shareholder Voting Agreement, dated 21 December 1995 and amended on 18 January 2010 between The RTZ Corporation PLC, RTZ Shareholder SVC Pty. Limited, CRA Limited, R.T.Z. Australian Holdings Limited and The Law Debenture Trust Corporation p.l.c |
| 3.4* | CRA Shareholder Voting Agreement, dated 21 December 1995 and amended 18 January 2010 between CRA Limited, CRA Shareholder SVC Limited, The RTZ Corporation PLC and The Law Debenture Trust Corporation p.l.c., relating to the RTZ Special Voting Share |
| 4.01 | Service Agreement dated 4 May 2007 between Mr T Albanese and Rio Tinto London Limited (incorporated by reference to Exhibit 4.01 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2007, File No. 1-10533) |
| 4.02 | Memorandum effective 1 March 2008 to Service Agreement dated 12 April 2006 between Mr T Albanese and Rio Tinto London Limited (incorporated by reference to Exhibit 4.02 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2007, File No. 1-10533) |
| 4.03 | Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto London Limited (incorporated by reference to Exhibit 4.31 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2002, File No. 1-10533) |
| 4.04 | |

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Memorandum effective 1 March 2008 to Service Agreement dated 19 June 2002 between Mr G R Elliott and Rio Tinto London Limited (incorporated by reference to Exhibit 4.01 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2007, File No. 1-10533)

- 4.05 Rio Tinto plc Share Option Plan 2004 (incorporated by reference to Exhibit 4.3 of Rio Tinto's Registration statement on Form S-8, File No. 333-147914)
- 4.06 Rio Tinto plc Mining Companies Comparative Plan 2004 (incorporated by reference to Exhibit 4.4 of Rio Tinto's Registration statement on Form S-8, File No. 333-147914)
- 4.07 Rio Tinto Limited Share Option Plan 2004 (incorporated by reference to Exhibit 4.6 of Rio Tinto's Registration statement on Form S-8, File No. 333-147914)
- 4.08 Rio Tinto Limited Mining Companies Comparative Plan 2004 (incorporated by reference to Exhibit 4.7 of Rio Tinto's Registration statement on Form S-8, File No. 333-147914)
- 4.09 Medical expenses plan (incorporated by reference to Exhibit 4.67 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.10 Pension plan (incorporated by reference to Exhibit 4.68 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2000, File No. 1-10533)
- 4.11 Rules of The Rio Tinto plc 2008 Bonus Deferral Plan (incorporated by reference to Exhibit 4.15 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2008, File No. 1-10533)
- 4.12 US Annex to the Rules of the Rio Tinto plc 2008 Bonus Deferral Plan (incorporated by reference to Exhibit 4.16 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2008, File No. 1-10533)
- 4.13 Rules of The Rio Tinto Limited 2008 Bonus Deferral Plan (incorporated by reference to Exhibit 4.17 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2008, File No. 1-10533)
- 4.14 US Annex to the Rules of the Rio Tinto Limited 2008 Bonus Deferral Plan (incorporated by reference to Exhibit 4.18 of Rio Tinto plc's Annual report on Form 20-F for the financial year ended 31 December 2008, File No. 1-10533)
- 4.15** Implementation Agreement between Rio Tinto Limited, Rio Tinto plc, BHP Billiton Limited and BHP Billiton plc dated 5
**** December 2009 (including the schedules).
- 8.1* List of subsidiary companies.
- 12.1**** Certifications pursuant to Rule 13a-14(a) of the Exchange Act.
- 13.1*** Certifications furnished pursuant to Rule 13a-14(b) of the Exchange Act (such certifications are not deemed filed for purpose of Section 18 of the Exchange Act and not incorporated by reference in any filing under the Securities Act).
- 15.1****

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Consent of Independent Accountants to the incorporation of the audit report relating to the Rio Tinto Group and effectiveness of internal control over financial reporting of the Rio Tinto Group by reference in registration statements on Form F-3 and Form S-8

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| Exhibit Number | Description |
|-------------------|--|
| 15.2*** | Consent of Independent Accountants to the incorporation of the audit report relating to Minera Escondida Limitada by reference in registration statements on Form F-3 and Form S-8. |
| * | Previously filed as an exhibit to the Annual Report on Form 20-F for the year ended 31 December 2009. |
| ** | Pursuant to a request for confidential treatment filed with the Securities and Exchange, the confidential portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission. |
| *** | Previously filed as an exhibit to Amendment No. 1 to the Annual Report on Form 20-F. |
| **** | Filed herewith. |

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Signature

The Registrants hereby certify that they meet all of the requirements for filing on Form 20-F/A and that they have duly caused and authorised the undersigned to sign this Amendment No. 2 to the Annual Report on their behalf.

Rio Tinto plc
(Registrant)

/s/ Ben Mathews
Name: **Ben Mathews**
Title: Secretary

Date: November 19, 2010

Rio Tinto Limited
(Registrant)

/s/ Ben Mathews
Name: **Ben Mathews**
Title: Assistant Secretary

Date: November 19, 2010