

Vale S.A.  
Form 8-A12B  
November 12, 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: 333-162822 and 333-162822-01  
**(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**

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

6.875% Guaranteed Notes due 2039  
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 the Debt Securities on pages 6 through 18 of the Prospectus dated November 3, 2009 included in the Registration Statement on Form F-3 of Vale Overseas Limited (the Company ) and Vale S.A. (the Guarantor ) (Registration Nos. 333-162822 and 333-162822-01), as supplemented by the information under the headings Risk Factors Risks Relating to the Notes and Description of the Notes on pages S-8 through S-9 and S-11 through S-17, respectively, of the related Prospectus Supplement, dated November 3, 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 3, 2009 and Prospectus Supplement dated November 3, 2009, incorporated by reference to the filing by the Company and the Guarantor under Rule 424(b)(2) on November 3, 2009.

99(B). Form of Global Note (included in the Tenth Supplemental Indenture, incorporated by reference to the report on Form 6-K furnished by the Guarantor to the SEC on November 12, 2009).

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 3, 2009 (Registration Nos. 333-162822 and 333-162822-01).

99(D). Form of Tenth Supplemental Indenture among the Company, the Guarantor and The Bank of New York Mellon, incorporated by reference to the report on Form 6-K furnished by the Guarantor to the SEC on November 12, 2009.

**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/ Luciana Ribeiro da Costa Werner  
Name: Luciana Ribeiro da Costa Werner  
Title: Attorney-in-Fact

By: /s/ Adriana Barbosa Areias  
Name: Adriana Barbosa Areias  
Title: Attorney-in-Fact

VALE OVERSEAS LIMITED  
(Registrant)

By: /s/ Luciana Ribeiro da Costa Werner  
Name: Luciana Ribeiro da Costa Werner  
Title: Attorney-in-Fact

By: /s/ Adriana Barbosa Areias  
Name: Adriana Barbosa Areias  
Title: Attorney-in-Fact

Date: November 10, 2009

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**INDEX TO EXHIBITS**

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