

Vale S.A.
Form F-6 POS
October 27, 2010

As filed with the U.S. Securities and Exchange Commission on October 27, 2010

Registration No. 333-145781

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts**

VALE S.A.

(Exact name of issuer of deposited securities as specified in its charter)

The Federative Republic of Brazil

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

One Chase Manhattan Plaza, 58th Floor, New York, NY 10005

Telephone (212) 552-6650

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

International Nickel, Inc.

Park 80 West - Plaza two

Saddle Brook, New Jersey 07663

Telephone (201) 368-4853

(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

JPMorgan Chase Bank, N.A.

One Chase Manhattan Plaza, 58th Floor

New York, New York 10005

(212) 552-6650

It is proposed that this filing become effective under Rule 466

o immediately upon filing

o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of | Amount to be registered | Proposed maximum aggregate price per unit⁽¹⁾ | Proposed maximum aggregate offering price⁽²⁾ | Amount of registration fee |
|---|--------------------------------|--|--|-----------------------------------|
| Securities to be registered | | | | |
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one | N/A | N/A | N/A | N/A |

preferred class A share of Vale S.A.

- (1) Each unit represents one American Depositary Share.
- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (ADR or American Depositary Receipt) included as Exhibit A to the Deposit Agreement filed as Exhibit (a)(2) to the Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary | Introductory paragraph and bottom of face of American Depositary Receipt |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs | Paragraph (3) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) Fees and Charges | Paragraph (7) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that Vale S.A. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8) |

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Amended and Restated Deposit Agreement dated as of September 28, 2006 among Vale S.A. (formerly Companhia Vale do Rio Doce), JPMorgan Chase Bank, N.A., as depositary (the Depositary), and all holders from time to time of ADRs issued thereunder (the Deposit Agreement), previously filed as an Exhibit to Registration Statement No. 333-134110, or a post-effective amendment thereto, which is incorporated herein by reference.
- (a)(2) **Amendment No. 1 to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement among Vale S.A. (formerly Companhia Vale do Rio Doce), the Depositary, and all holders from time to time of ADRs issued thereunder. Filed herewith as Exhibit (a)(2).
- (a)(3) **Form of American Depositary Receipt.** Previously filed as Exhibit (a)(2) to Registration Statement No. 333-145781 on Form F-6.
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Previously filed.
- (e) **Certification under Rule 466.** Not applicable.
- (f) **Power of Attorney for certain officers and directors of the Company.** Previously filed.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on October 27, 2010.

Legal entity created by the form of Deposit Agreement
for the
issuance of ADRs evidencing American Depositary
Shares

By: JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/ Gregory A. Levendis

Name: Gregory A. Levendis
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Vale S.A. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to the Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Rio de Janeiro, Brazil, on October 27, 2010.

Vale S.A.

By: /s/ Roger Agnelli
Name: Roger Agnelli
Title: Chief Executive Officer

By: /s/ Guilherme Perboyre Cavalcanti
Name: Guilherme Perboyre Cavalcanti
Title: Chief Financial and Investor Relations
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Roger Agnelli and Guilherme Perboyre Cavalcanti, and each of them severally, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she may or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Under the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons on October 27, 2010, in the capacities indicated.

SIGNATURES

| Signature | Title |
|--|-------------------------|
| /s/ Roger Agnelli Roger Agnelli | Chief Executive Officer |
| /s/ Guilherme Perboyre Cavalcanti Guilherme Perboyre Cavalcanti | Chief Financial Officer |
| /s/ Sérgio Ricardo Silva Rosa Sérgio Ricardo Silva Rosa | Chairman |
| /s/ José Ricardo Sasseron José Ricardo Sasseron | Director |
| /s/ Jorge Luiz Pacheco Jorge Luiz Pacheco | Director |
| /s/ Sandro Kohler Marcondes Sandro Kohler Marcondes | Director |
| /s/ Mário da Silveira Teixeira Júnior Mário da Silveira Teixeira Júnior | Director |

| Signature | Title |
|--|--------------|
| /s/ Renato da Cruz Gomes Renato da Cruz Gomes | Director |
| /s/ Ken Abe Ken Abe | Director |
| /s/ Oscar Augusto de Camargo Filho Oscar Augusto de Camargo Filho | Director |
| /s/ Luciano Galvao Coutinho Luciano Galvao Coutinho | Director |
| /s/ Eduardo Fernando Jardim Pinto Eduardo Fernando Jardim Pinto | Director |
| /s/ José Mauro Mettrau Carneiro da Cunha José Mauro Mettrau Carneiro da Cunha | Director |

*By: /s/ Roger Agnelli

Roger Agnelli
Power-of-Attorney

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States Vale S.A. has signed this Registration Statement in New York, New York, on October 27, 2010.

Vale Americas Inc.

By: /s/ Carl DeLuca
Name: Carl DeLuca
Title: Secretary

INDEX TO EXHIBITS

Exhibit
Number

Sequentially
Numbered Page

(a)(2) Form of Amendment No. 1 to Deposit Agreement.