

Vale S.A.  
Form S-8 POS  
January 04, 2012

As filed with the Securities and Exchange Commission on January 4, 2012

Registration No. 333-172847

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**

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

**Vale S.A.**

(Exact name of registrant as specified in its charter)

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

**Avenida Graça Aranha, No. 26**

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

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**20030-900 Rio de Janeiro, RJ, Brazil**

(Address of Principal Executive Offices)

**Matching Program**

**2012 Cycle**

(Full Title of the plan)

**Vale Americas Inc.**

**250 Pehle Avenue, Suite 302, Saddle Brook,**

**New Jersey, 07663**

**Tel.: 416-687-6040**

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

**with copies to:**

**Nicolas Grabar**

**Cleary, Gottlieb, Steen & Hamilton**

**One Liberty Plaza**

**New York, NY 10006**

**(212) 225-2000**

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. 1 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 15, 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").

The purpose of this Post-Effective Amendment No. 1 is to add an additional plan, the Vale Matching Program 2012 Cycle (the "2012 Matching Program"), to the Registration Statement. Under the 2012 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. 1 to the Registration Statement:

<b>Exhibit number</b>	<b>Document</b>
4.4	Vale Matching Program 2012 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. 1 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 January 04, 2012.

**VALE S.A.**

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

By: /s/ Tito Botelho Martins Junior  
Name: Tito Botelho Martins Junior  
Title: Chief Financial Officer

*Signature Page of Post-Effective Amendment of Form S-8*

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**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Mr. Murilo Pinto de Oliveira Ferreira and Mr. Tito Botelho Martins Junior, 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.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Murilo Pinto de Oliveira Ferreira Murilo Pinto de Oliveira Ferreira	Chief Executive Officer	January 4, 2012
/s/ Tito Botelho Martins Junior Tito Botelho Martins Junior	Chief Financial Officer	January 4, 2012
Vale Americas Inc.	Authorized Representative of Vale S.A. in the United States	January 4, 2012

By: /s/ Paul Houston  
Paul Houston

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Ricardo José da Costa Flores	Chairman of the Board of Directors	
Mário da Silveira Teixeira Júnior	Vice-Chairman	
/s/ José Ricardo Sasseron José Ricardo Sasseron	Director	January 4, 2012
Robson Rocha	Director	
/s/ Nelson Henrique Barbosa Filho Nelson Henrique Barbosa Filho	Director	January 4, 2012
/s/ Renato da Cruz Gomes Renato da Cruz Gomes	Director	January 4, 2012
Fuminobu Kawashima	Director	
/s/ Oscar Augusto de Camargo Filho Oscar Augusto de Camargo Filho		January 4, 2012
/s/ Luciano Galvão Coutinho Luciano Galvão Coutinho	Director Director	January 4, 2012
Paulo Soares de Souza	Director	
/s/ José Mauro Mettrau Carneiro da Cunha José Mauro Mettrau Carneiro da Cunha	Director	January 4, 2012

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**EXHIBIT INDEX**

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