

Edgar Filing: Vale S.A. - Form FWP

Vale S.A.  
Form FWP  
March 29, 2012

**Issuer Free Writing Prospectus filed pursuant to Rule 433  
supplementing the Preliminary Prospectus Supplement dated March 28, 2012  
Registration Nos. 333-162822 and 333-162822-01**

**Final Term Sheet**

**Vale Overseas Limited**

**US\$1,250,000,000**

**Reopening of 4.375% Guaranteed Notes due 2022**

**Issuer:** Vale Overseas Limited

**Guarantor:** Vale S.A.

**Title of securities:** 4.375% Guaranteed Notes due 2022 (the Securities )

**Principal Amount:** US\$1,250,000,000.00

**Single Series:** The Securities are a further issuance of the Company's 4.375% guaranteed notes due 2022 originally issued on January 11, 2012 (the Original Securities ) and will be consolidated to form a single series with the US\$1,000,000,000.00 principal amount of the Original Securities then issued

**Aggregate Principal Amount:** The aggregate principal amount of the Original Securities and the Securities now being issued will be US\$2,250,000,000.00

**Accrued Interest:** US\$12,608,506.94

**Issue Price:** 101.345% of the principal amount, plus Accrued Interest from January 11, 2012 to (but excluding) the Closing Date

**Proceeds:** US\$1,266,812,500.00 (excluding Accrued Interest)

**Annual Interest Rate:** 4.375%

**Maturity:** January 11, 2022

**Interest Payment Dates:** Payable semi-annually on January 11 and July 11, commencing on July 11, 2012. Interest on the Securities will accrue from the issue date of the Original Securities, such issue date being January 11, 2012, and purchasers of the Securities will be entitled to receive the full amount of the next semi-annual regular interest payment on July 11, 2012

**Yield to Maturity:** 4.205%

**Benchmark:** UST 2.000% due February 15, 2022  
98-06 and 2.205%

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**Benchmark Treasury Spot and Yield:**

**Spread to Treasury:** UST + 200 bps

**Pricing Date:** March 28, 2012

**Settlement Date:** April 4, 2012 (T+5)

**Ratings\*:** A- / Baa2 / BBB+ / BBB (high) (Standard & Poor's / Moody's / Fitch / DBRS)

**Minimum Denominations:** US\$2,000/US\$1,000

**Make-Whole Call Spread:** UST + 40 bps

**Joint Bookrunners:** Barclays Capital Inc.

Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

**Format:** SEC-Registered

**CUSIP:** The Securities will have the same CUSIP as the Original Securities, which is 91911TAM5

**Common Code:** The Securities will have the same Common Code as the Original Securities, which is 063344524

**ISIN:** The Securities will have the same ISIN as the Original Securities, which is US91911TAM53

**Listing:** Issuer will apply to list the Securities on the New York Stock Exchange. The Original Securities are listed on the New York Stock Exchange

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\*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer and the guarantor have filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer and the guarantor have filed with the SEC for more complete information about the issuer, the guarantor and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, the guarantor, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. at 1-888-603-5847, Citigroup Global Markets Inc. at 1-800-831-9146 or Deutsche Bank Securities Inc. at 1-800-503-4611 (each toll-free in the United States) or, from outside the U.S., by faxing Citigroup Global Markets Inc. at 212-816-7912 or by emailing Barclays Capital Inc. at [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) or Deutsche Bank Securities Inc. at [prospectusrequest@list.db.com](mailto:prospectusrequest@list.db.com).

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