

Vale S.A.
Form FWP
July 03, 2012

**Issuer Free Writing Prospectus filed pursuant to Rule 433
supplementing the Preliminary Prospectus Supplement dated July 3, 2012
Registration No. 333-162822**

Final Term Sheet

Vale S.A.

750,000,000

3.750% Notes due 2023

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|--------------------------------|---|
| Issuer: | Vale S.A. |
| Title of Securities: | 3.750% Notes due 2023 (the Securities) |
| Principal Amount: | 750,000,000 |
| Issue Price: | 99.608% of the principal amount, plus accrued interest, if any, from July 10, 2012 |
| Gross Proceeds: | 747,060,000 |
| Interest Rate: | 3.750% per annum from July 10, 2012 based upon a 365-day year or a 366-day year, as applicable, and the actual number of days elapsed |
| Maturity: | January 10, 2023 |
| Interest Payment Dates: | January 10 of each year, commencing on January 10, 2013 (short first coupon) |
| Ranking: | Senior Unsecured |
| Business Days: | TARGET; ACT/ACT |
| Yield to Maturity: | 3.798% |
| Benchmark: | DBR 1.75% due July 2022 |
| Benchmark Price: | 101.92% |
| Benchmark Yield: | 1.541% |
| Spread to Benchmark: | 225.7 bps |
| Pricing Date: | July 3, 2012 |
| Settlement Date: | July 10, 2012 (T+5) |

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Minimum Denominations: 100,000 / 1,000

Make-Whole Call Spread: DBR + 45 bps

Joint Bookrunners: BNP Paribas

Crédit Agricole Corporate and Investment Bank

HSBC Bank plc

Natixis

Co-Managers: CIBC World Markets Corp.

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Mitsubishi UFJ Securities International plc

Mizuho International plc

Scotiabank Europe plc

SMBC Nikko Capital Markets Limited

Format: SEC Registered

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

ISIN: XS0802953165

Common Code: 080295316

Listing: Issuer has applied to list the Securities on the official list of the Luxembourg Stock Exchange and to have them admitted to trading on the Euro MTF market

Governing Law: New York

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. Each securities rating should be evaluated independent of each other securities rating.

The offer and sale of the Securities to which this final term sheet relates have been registered by Vale S.A. by means of a registration statement on Form F-3 (Registration No. 333-162822).

The Issuer has 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 has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling BNP Paribas, Attention: Syndicate Desk, toll-free: 1-800-854-5674, fax: 1-917-472-4745, Crédit Agricole Corporate and Investment Bank at 1-866-807-6030, HSBC Bank plc at 1-866-811-8049, fax: 1-212-525-0238 or Natixis at 1-866-245 0436 (each toll-free in the United States) or, if calling from outside the U.S., by contacting BNP Paribas, Attention: Syndicate Desk, toll-free: 1-800-854-5674, fax: 1-917-472-4745, Crédit Agricole Corporate and Investment Bank at +44 207 214 50 00, fax: +44 207 562 3526, HSBC Bank plc at 1-866-811-8049, fax: 1-212-525-0238 or Natixis at 1-866-245 0436 or +33158550837, fax: +33158559916, email: marcheprimairecorpo@natixis.com.