

Vale S.A.  
Form S-8 POS  
March 18, 2016

As filed with the Securities and Exchange Commission on March 18, 2016

Registration No. 333- 172847

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 5

TO

**FORM S-8**

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

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**Vale S.A.**

(Exact name of registrant as specified in its charter)

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

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

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Avenida das Américas, No. 700, Block 8/318, Barra da Tijuca  
22640-100 Rio de Janeiro, RJ, Brazil

(Address of Principal Executive Offices)

**Matching Program**

**2016 Cycle**

(Full Title of the plan)

**Vale Americas Inc.**

**250 Pehle Ave., Suite 302  
Saddlebrook, New Jersey 07663  
1-201-368-4800**

(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

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 5 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 ).

On January 4, 2012, the Registrant filed with the Securities and Exchange Commission a Post-Effective Amendment No. 1 to the Registration Statement No. 333-172847 in order to reflect the amended terms of an additional plan cycle, the Vale Matching Program 2012 Cycle.

On November 28, 2012, the Registrant filed with the Securities and Exchange Commission a Post-Effective Amendment No. 2 to the Registration Statement No. 333-172847 in order to reflect the amended terms of an additional plan cycle, the Vale Matching Program 2013 Cycle.

On January 24, 2014, the Registrant filed with the Securities and Exchange Commission a Post-Effective Amendment No. 3 to the Registration Statement No. 333-172847 in order to reflect the amended terms of an additional plan cycle, the Vale Matching Program 2014 Cycle.

On February 26, 2015, the Registrant filed with the Securities and Exchange Commission a Post-Effective Amendment No. 4 to the Registration Statement No. 333-172847 in order to reflect the amended terms of an additional plan cycle, the Vale Matching Program 2015 Cycle.

The purpose of this Post-Effective Amendment No. 4 is to amend the Registration Statement to reflect the amended terms of an additional plan cycle, the Vale Matching Program 2016 Cycle (the 2016 Matching Program ). Under the 2016 Matching Program, as provided for 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 or holding 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 this Post-Effective Amendment No. 5 to the Registration Statement:

<b>Exhibit number</b>	<b>Document</b>
4.5	Vale Matching Program 2016 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. 5 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 March 4, 2016.

**VALE S.A.**

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

By: /s/ Luciano Siani Pires  
Name: Luciano Siani Pires  
Title: Chief Financial Officer

**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. Luciano Siani Pires, 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	March 4, 2016
/s/ Luciano Siani Pires Luciano Siani Pires	Chief Financial Officer	March 4, 2016
Vale Americas Inc.		

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Authorized Representative of Vale S.A. in  
the United States

By:

/s/ Paul Houston  
Paul Houston

February 24, 2016

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/s/ Gueitiro Matsuo Genso Gueitiro Matsuo Genso	Chairman of the Board of Directors	March 4, 2016
Sérgio Alexandre Figueiredo Clemente	Vice-Chairman	
/s/ Marcel Juviniانو Barros Marcel Juviniانو Barros	Director	March 4, 2016
Dan Antonio Marinho Conrado	Director	
Tarcísio José Massote de Godoy	Director	
/s/ Fernando Jorge Buso Gomes Fernando Jorge Buso Gomes	Director	March 4, 2016
Hiroyuki Kato	Director	
/s/ Oscar Augusto de Camargo Filho Oscar Augusto de Camargo Filho	Director	March 4, 2016
/s/ Luciano Galvão Coutinho Luciano Galvão Coutinho	Director	March 4, 2016
Lucio Azevedo	Director	
/s/ Alberto Ribeiro Guth Alberto Ribeiro Guth	Director	March 4, 2016

**EXHIBIT INDEX**

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