

Vale S.A.
Form 6-K
November 19, 2013
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United States
Securities and Exchange Commission

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the

Securities Exchange Act of 1934

For the month of

November 2013

Vale S.A.

**Avenida Graça Aranha, No. 26
20030-900 Rio de Janeiro, RJ, Brazil**

(Address of principal executive office)

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes No

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- .)

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Press Release

Vale sells all of its shares in Norsk Hydro with the exercise of the over-allotment option

Rio de Janeiro, November 14, 2013 – Vale S.A. (Vale) informs that, in connection with Vale’s successful sale of ordinary shares of Norsk Hydro ASA (Hydro), through a wholly owned subsidiary, the over-allotment option of 40,712,224 Hydro shares granted by Vale was exercised in full at a price of NOK 25.00. Therefore, the gross cash proceeds from the offering will increase to NOK 11.196 billion, equivalent to approximately US\$ 1.822 billion. Settlement of the previously announced base offering and the over-allotment option is expected to take place on November 15, 2013.

As a result of and following the exercise of the over-allotment option, no stabilization activities will be undertaken and Vale will not hold any shares in Hydro. The sale of Hydro shares is consistent with Vale’s strategy of reducing its exposure to non-core assets, and a result of its focus on discipline in capital allocation and value maximization for shareholders.

IMPORTANT NOTICES

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amended (the Order) or who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, and other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as relevant persons). Any investment activity to which this document relates is available only to relevant persons in the United Kingdom, and will only be engaged with such persons. In any member state of the European Economic Area other than the United Kingdom, the offering will be made pursuant to available exemptions under the Prospectus Directive. The offering is subject to a lower limit per order of EUR 100,000.

This press release is for information only and does not constitute or form part of and should not be construed as an offer to sell or issue or the solicitation of any offer to buy or acquire securities of Vale or any of its subsidiaries or affiliates in Hong Kong or an inducement to enter into investment activity, and neither this press release nor anything herein forms the basis for any contract or commitment for such purpose. This press release has not been registered with the Registrar of Companies in Hong Kong and its contents have not been reviewed by any regulatory authority in Hong Kong. Accordingly, (a) the securities referred to in this press release may not be offered, sold, transferred or delivered in Hong Kong by means of any document other than to persons who are professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder or in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong) or which do not constitute an offer to the public within the meaning of the Companies Ordinance; and (b) no person may issue any invitation, advertisement or other document relating to the securities referred to in this press release whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the applicable securities law in Hong

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Kong) other than with respect to the securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance and any rules made thereunder.

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This press release may include statements that present Vale's expectations about future events or results. All statements, when based upon expectations about the future and not on historical facts, involve various risks and uncertainties. Vale cannot guarantee that such statements will prove correct. These risks and uncertainties include factors related to the following: (a) the countries where we operate, especially Brazil and Canada; (b) the global economy; (c) the capital markets; (d) the mining and metals prices and their dependence on global industrial production, which is cyclical by nature; and (e) global competition in the markets in which Vale operates. To obtain further information on factors that may lead to results different from those forecast by Vale, please consult the reports Vale files with the U.S. Securities and Exchange Commission (SEC), the Brazilian Comissão de Valores Mobiliários (CVM), the French Autorité des Marchés Financiers (AMF), and The Stock Exchange of Hong Kong Limited, and in particular the factors discussed under "Forward-Looking Statements" and "Risk Factors" in Vale's annual report on Form 20-F.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Vale S.A.
(Registrant)

Date: November 14, 2013

By: /s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations