Vale S.A.
Form S-8 POS
April 02, 2019

As filed with the Securities and Exchange Commission on April 1, 2019

Registration No. 333-223718

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	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Praia de Botafogo 186 **22250-145**
offices 701-1901 Botafogo (Zip Code)
Rio de Janeiro, RJ, Brazil
(Address of Principal Executive Offices)

Matching Program

2019 Cycle

2018 Cycle

2017 Cycle

2016 Cycle

(Full Title of the plan)

Vale Americas Inc.

140 E. Ridgewood Avenue, Suite 415

South Tower, Paramus, New Jersey 07652

(Name and address of agent for service)

(416) 687- 6041

(Telephone number, including area code, of agent for service)

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with copies to:

Nicolas Grabar
Cleary, Gottlieb, Steen & Hamilton LLP
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, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o
	Emerging growth company o

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-223718) (the Registration Statement) of Vale S.A. (the Registrant), which was filed with the U.S. Securities and Exchange Commission on March 16, 2018. The Registration Statement registered 5,000,000 common shares of the Registrant s stock (the Shares), to be offered pursuant to its Matching Program 2018 Cycle (the 2018 Cycle).

The purpose of this Post-Effective Amendment No. 1 is to amend the Registration Statement to reflect the terms of an additional plan cycle, the Matching Program 2019 Cycle (the 2019 Cycle), and to include additional plan cycles, as amended, under the Registrant s Matching Program: the Matching Program 2016 Cycle (the 2016 Cycle) and the Matching Program 2017 Cycle (the 2017 Cycle).

Under the 2019 Cycle, as in the 2018 Cycle, 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. In addition, following the completion of Registrant s conversion of all of its class A preferred shares into common shares and the exchange of all of its preferred American Depositary Shares into common American Depositary Shares, eligible employees who would have the right to receive preferred shares under the 2016 Cycle or the 2017 Cycle will now have the right to receive Shares, subject to the satisfaction of applicable vesting conditions. No additional securities are being registered hereby.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated herein by reference:

Exhibit number	Document
4.4	Vale Matching Program 2016 Cycle, incorporated herein by reference to Exhibit 4.5 to Post-Effective Amendment No. 5 to our Registration Statement on Form S-8, filed with the SEC on March 18, 2016
4.5	Vale Matching Program 2017 Cycle, incorporated herein by reference to Exhibit 4.5 on Post-Effective Amendment No. 6 to our Registration Statement on Form S-8, filed with the SEC on February 15, 2017
4.6	Vale Matching Program 2019 Cycle
24	Power of Attorney, incorporated herein by reference to Exhibit 24 to our Registration Statement on Form S-8 (No. 333-223718), filed with the SEC on March 16, 2018

EXHIBIT INDEX

Exhibit number	Document
4.4	Vale Matching Program 2016 Cycle, incorporated herein by reference to Exhibit 4.5 to Post-Effective Amendment No. 5 to our Registration Statement on Form S-8 (No. 333-172847), filed with the SEC on March 18, 2016
4.5	Vale Matching Program 2017 Cycle, incorporated herein by reference to Exhibit 4.5 to Post-Effective Amendment No. 6 to our Registration Statement on Form S-8 (No. 333-172847), filed with the SEC on February 15, 2017
4.6	Vale Matching Program 2019 Cycle
24	Power of Attorney, incorporated herein by reference to Exhibit 24 to our Registration Statement on Form S-8 (No. 333-223718), filed with the SEC on March 16, 2018

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 March 26, 2019.

VALE S.A.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated below on March 26, 2019, in respect of Vale.

SIGNATURE	TITLE
/s/ Eduardo Bartolomeo Eduardo Bartolomeo	Chief Executive Officer
/s/ Luciano Siani Pires Luciano Siani Pires	Chief Financial Officer
Vale Americas Inc.	Authorized Representative of Vale S.A. in the United States
By: * Paul Casbar	
* Gueitiro Matsuo Genso	Chairman of the Board of Directors
* Fernando Jorge Buso Gomes	Vice-Chairman
* Marcel Juviniano Barros	Director
* Dan Antonio Marinho Conrado	Director
* Eduardo Rafinetti Guardia	Director
* Toshiya Asahi	Director
* Oscar Augusto de Camargo Filho	Director
/s/ Ney Roberto Ottoni de Brito Ney Roberto Ottoni de Brito	Director
* Lucio Azevedo	Director
/s/ Denise Pauli Pavarina Denise Pauli Pavarina	Director
/s/ Sandra Maria Guerra de Azevedo Sandra Maria Guerra de Azevedo	Director
/s/ Isabella Saboya de Albuquerque Isabella Saboya de Albuquerque	Director

*By: /s/ Luciano Siani Pires
Name: Luciano Siani Pires
Title: Attorney-in-Fact