

Vale S.A.
Form 6-K
April 24, 2012
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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

April 2012

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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LISTED COMPANY

CORPORATE TAX CODE (CNPJ) # 33,592,510/0001-54

BOARD OF TRADE REGISTRATION (NIRE) # 33,300,019,766

**EXCERPT OF THE MINUTES OF THE
EXTRAORDINARY BOARD OF DIRECTORS MEETING OF VALE S.A.**

On April 13, 2012, at 9:30 am, Messrs. Ricardo José da Costa Flores – Chairman, Renato da Cruz Gomes, Nelson Henrique Barbosa Filho, Robson Rocha, José Ricardo Sasseron, Paulo Soares de Souza and José Mauro Mettrau Carneiro da Cunha, and the alternates Messrs. Hajime Tonoki, João Moisés de Oliveira, Eduardo de Oliveira Rodrigues Filho and Paulo Sergio Moreira da Fonseca, and also Mr. Clovis Torres as a secretary, met, extraordinarily, at Vale’s head office, at Avenida Graça Aranha, 26, 19th floor, Rio de Janeiro. The members of the Fiscal Council Messrs. Marcelo Amaral Moraes, Aníbal Moreira dos Santos, Arnaldo José Vollet and Antônio Henrique Pinheiro Silveira also attended the meeting pursuant to article 163 § 3º of the Brazilian Corporate Law. Therefore, the Board of Directors has having unanimously resolved upon the following: **3.1.1 PAYMENT OF FIRST INSTALLMENT OF VALE’S SHAREHOLDERS REMUNERATION** In compliance with Vale Dividend Policy to Shareholder, approved in the Extraordinary General Shareholder Meeting held on April 27, 2005, and with the Announcement released on January 16, 2012, the Board of Directors, upon the Fiscal Council favorable report, as mentioned by the members of the Fiscal Council Mrs. Marcelo Amaral Moraes, Aníbal Moreira dos Santos, Arnaldo José Vollet and Antônio Henrique Pinheiro Silveira, who attended the meeting according to article 163 § 3º of the Brazilian Corporate Law, approved the payment of the first installment of shareholder’s remuneration, from April 30, 2012, of the total amount of R\$5.481.000.000,00, which will be paid as interest on shareholders equity, subject to withholding income tax at the current applicable rate. From the aggregated total amount approved, which is equivalent to R\$1,075276545 per outstanding common or preferred shares issued by Vale, R\$2.207.100.617,64 represents the remuneration from the profit of the 2011 fiscal year and the remaining amount of R\$3.273.899.382,36 represents an advance of the remuneration from the profit of the 2012 fiscal year. All the holders, which on April 13, 2012 have shares issued by Vale, which on April 18, 2012 have Vale’s American Depositary Receipts or Vale’s Hong Kong Depositary Receipts, the latter at the close of business on April 18, 2012, shall be entitled to receive such payment. . I hereby attest that the deliberations above were excerpted from the Minutes taken from the Registry of the Minutes of the Board of Directors Meetings of the Company.

Rio de Janeiro, April 13, 2012.

Clovis Torres

Secretary

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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.

Date: April 13, 2012

By:

Vale S.A.
(Registrant)

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