

RIO TINTO PLC  
Form FWP  
August 17, 2012

*Filed pursuant to Rule 433*

*Registration Statement No. 333-175037*

*August 16, 2012*

Rio Tinto Finance (USA) plc

Pricing Term Sheet

August 16, 2012

**2017 Notes**

Issuer:	Rio Tinto Finance (USA) plc
Guarantors:	Rio Tinto plc and Rio Tinto Limited
Principal Amount:	\$1,250,000,000
Maturity:	August 21, 2017
Coupon:	1.625% per annum
Price to Public:	99.452%
Underwriting Discount and Commissions:	0.350%
Yield to maturity:	1.740%
Spread to Benchmark Treasury:	93 bps
Benchmark Treasury:	0.500% due July 31, 2017
Benchmark Treasury Price and Yield:	98-16, 0.810%
Interest Payment Dates:	Semi-annually in arrears on February 21 and August 21 of each year, commencing on February 21, 2013
Optional Redemption:	A redemption price equal to (i) if redemption occurs prior to July 21, 2017, the greater of (x) 100% of the principal amount of the notes to be redeemed and (y) as certified to the trustee by the Issuer or Rio Tinto, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 15 basis points or (ii) if redemption occurs on or after July 21, 2017, 100% of the principal amount of the notes to be redeemed, together, in each case, with accrued interest on the principal amount of the notes to be redeemed to the date of redemption.
Settlement:	T+3; August 21, 2012
CUSIP / ISIN:	76720A AE6 / US76720AAE64
Ratings <sup>1</sup> :	A3(e)/A-(e)
Joint Bookrunners:	HSBC Securities (USA) Inc.  Morgan Stanley & Co. LLC

## Edgar Filing: RIO TINTO PLC - Form FWP

RBS Securities Inc.

BNP Paribas Securities Corp.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Standard Chartered Bank

Co-managers:

Mizuho Securities USA Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

TD Securities (USA) LLC

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission 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 Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's website at [www.sec.gov](http://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 HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or RBS Securities Inc. toll-free at 1-866-884-2071.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.

<sup>1</sup> A rating is not a recommendation to buy, sell or hold the securities, and may be subject to revision, suspension or withdrawal at any time by the assigning rating agencies.

Rio Tinto Finance (USA) plc

Pricing Term Sheet

August 16, 2012

**2022 Notes**

Issuer:	Rio Tinto Finance (USA) plc
Guarantors:	Rio Tinto plc and Rio Tinto Limited
Principal Amount:	\$1,000,000,000
Maturity:	August 21, 2022
Coupon:	2.875% per annum
Price to Public:	98.688%
Underwriting Discount and Commissions:	0.450%
Yield to maturity:	3.028%
Spread to Benchmark Treasury:	120 bps
Benchmark Treasury:	1.625% due August 15, 2022
Benchmark Treasury Price and Yield:	98-05, 1.828%
Interest Payment Dates:	Semi-annually in arrears on February 21 and August 21 of each year, commencing on February 21, 2013
Optional Redemption:	A redemption price equal to (i) if redemption occurs prior to May 21, 2022, the greater of (x) 100% of the principal amount of the notes to be redeemed and (y) as certified to the trustee by the Issuer or Rio Tinto, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 20 basis points or (ii) if redemption occurs on or after May 21, 2022, 100% of the principal amount of the notes to be redeemed, together, in each case, with accrued interest on the principal amount of the notes to be redeemed to the date of redemption.
Settlement:	T+3; August 21, 2012
CUSIP / ISIN:	76720A AF3 / US76720AAF30
Ratings <sup>1</sup> :	A3(e)/A-(e)
Joint Bookrunners:	HSBC Securities (USA) Inc.  Morgan Stanley & Co. LLC  RBS Securities Inc.  BNP Paribas Securities Corp.  RBC Capital Markets, LLC  SG Americas Securities, LLC

## Edgar Filing: RIO TINTO PLC - Form FWP

Co-managers:

Standard Chartered Bank

Mizuho Securities USA Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

TD Securities (USA) LLC

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission 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 Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's website at [www.sec.gov](http://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 HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or RBS Securities Inc. toll-free at 1-866-884-2071.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.

<sup>1</sup> A rating is not a recommendation to buy, sell or hold the securities, and may be subject to revision, suspension or withdrawal at any time by the assigning rating agencies.

Rio Tinto Finance (USA) plc

Pricing Term Sheet

August 16, 2012

**2042 Notes**

Issuer:	Rio Tinto Finance (USA) plc
Guarantors:	Rio Tinto plc and Rio Tinto Limited
Principal Amount:	\$750,000,000
Maturity:	August 21, 2042
Coupon:	4.125% per annum
Price to Public:	97.346%
Underwriting Discount and Commissions:	0.875%
Yield to maturity:	4.283%
Spread to Benchmark Treasury:	135 bps
Benchmark Treasury:	3.000% due May 15, 2042
Benchmark Treasury Price and Yield:	100-10, 2.933%
Interest Payment Dates:	Semi-annually in arrears on February 21 and August 21 of each year, commencing on February 21, 2013
Optional Redemption:	A redemption price equal to (i) if redemption occurs prior to February 21, 2042, the greater of (x) 100% of the principal amount of the notes to be redeemed and (y) as certified to the trustee by the Issuer or Rio Tinto, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 25 basis points or (ii) if redemption occurs on or after February 21, 2042, 100% of the principal amount of the notes to be redeemed, together, in each case, with accrued interest on the principal amount of the notes to be redeemed to the date of redemption.
Settlement:	T+3; August 21, 2012
CUSIP / ISIN:	76720A AG1 / US76720AAG13
Ratings <sup>1</sup> :	A3(e)/A-(e)
Joint Bookrunners:	HSBC Securities (USA) Inc.  Morgan Stanley & Co. LLC  RBS Securities Inc.  BNP Paribas Securities Corp.  RBC Capital Markets, LLC  SG Americas Securities, LLC

## Edgar Filing: RIO TINTO PLC - Form FWP

Co-managers:

Standard Chartered Bank

Mizuho Securities USA Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

TD Securities (USA) LLC

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission 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 Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's website at [www.sec.gov](http://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 HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or RBS Securities Inc. toll-free at 1-866-884-2071.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.

<sup>1</sup> A rating is not a recommendation to buy, sell or hold the securities, and may be subject to revision, suspension or withdrawal at any time by the assigning rating agencies.