

Vale S.A.  
Form 6-K  
December 22, 2010

**Table of Contents**

**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  
December 2010  
Vale S.A.**

Avenida Graça Aranha, No. 26  
20030-900 Rio de Janeiro, RJ, Brazil  
(Address of principal executive office)

(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-\_\_.)

**TABLE OF CONTENTS**

Press Release  
Signature Page

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**Table of Contents**

**Vale announces the outcome of the public offer to acquire common shares of Vale Fertilizantes**

Rio de Janeiro, December 20 de 2010 Vale S.A. (Vale) announces the outcome of the public offer to acquire up to all remaining total common shares (OPA) of Vale Fertilizantes S.A. (Vale Fertilizantes), by its subsidiary Mineração Naque S.A. (Mineração Naque).

The OPA started on November 18, 2010 when the offering document (Edital) was published and ended today with the public auction, which offered a purchase price of R\$ 23.50 for common share of Vale Fertilizantes. 20,317 common shares were acquired in the auction. The financial settlement will happen on December 23, 2010.

Vale will increase its direct and indirect holding in Vale Fertilizantes to 99.83% of the total common shares and 78.92% of the total capital.

**For further information, please contact:**

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This press release may contain statements that express management's expectations about future events or results rather than historical facts. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected in forward-looking statements, and Vale cannot give assurance that such statements will prove correct. These risks and uncertainties include factors: relating to the Brazilian and Canadian economy and securities markets, which exhibit volatility and can be adversely affected by developments in other countries; relating to the iron ore and nickel business and its dependence on the global steel industry, which is cyclical in nature; and relating to the highly competitive industries in which Vale operates. For additional information on factors that could cause Vale's actual results to differ from expectations reflected in forward-looking statements, please see Vale's reports filed with the Brazilian Comissão de Valores Mobiliários and the U.S. Securities and Exchange Commission.

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**Table of Contents**

**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: December 20, 2010

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