

Vale S.A.  
Form 6-K  
April 19, 2013  
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**

**April 2013**

**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

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(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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Table of Contents

Table of Contents:

Press Release

Signature Page

Table of Contents

**MINUTES OF THE EXTRAORDINARY FISCAL COUNCIL MEETING OF VALE S.A. (RECF-14/12-13)**

On April 15, 2013, there was an extraordinary meeting, at Vale's head Office, at Avenida Graça Aranha, 26, Rio de Janeiro. The members of the Fiscal Council, signed below, analyzed the Executive Board's proposal, representing the payment of shareholders remuneration, to be referred to the Board of Directors, as DDE-101/2013. An **OPINION OF FISCAL COUNCIL ON MINIMUM REMUNERATION TO SHAREHOLDERS**, was issued and is attached. The members of the Fiscal Council, Mr. Marcelo Amaral Moraes and Mr. Antônio Henrique Pinheiro Silveira, participated by conference call.

Marcelo Amaral Moraes  
*Chairman*

Arnaldo José Vollet  
*Counselor*

Aníbal Moreira dos Santos  
*Counselor*

Antônio Henrique Pinheiro Silveira  
*Counselor*

Table of Contents

**OPINION OF FISCAL COUNCIL ON REMUNERATION TO SHAREHOLDERS**

The Fiscal Council of Vale S.A. ( Vale ), in performing its legal and statutory duties, having analyzed the Executive Board's proposal for payment of first installment of shareholders remuneration, as DDE-101/2013, has the opinion that the proposal is in condition to be appreciated by Board of Directors of the Company.

Rio de Janeiro, April 15, 2013.

Marcelo Amaral Moraes  
*Chairman*

Aníbal Moreira dos Santos  
*Counselor*

Arnaldo José Vollet  
*Counselor*

Antônio Henrique Pinheiro Silveira  
*Counselor*

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.

Date: April 18, 2013

By:

Vale S.A.  
(Registrant)

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