RIO TINTO PLC
Form 424B5
September 15, 2011
Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered**	**Amount of Registration Fee**
U.S.$500,000,000 2.250% Notes due 2016	$500,000,000	$58,050(1)
U.S.$1,150,000,000 3.750% Notes due 2021	$1,150,000,000	$133,515(1)
U.S.$350,000,000 5.200% Notes due 2040	$350,000,000	$40,635(1)

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

Table of Contents

PROSPECTUS SUPPLEMENT **Filed pursuant to Rule 424(b)(5)**

(To Base Prospectus dated June 21, 2011) **Registration No. 333-175037**

Rio Tinto Finance (USA) Limited

U.S.$500,000,000 2.250% Notes due 2016

U.S.$1,150,000,000 3.750% Notes due 2021

U.S.$350,000,000 5.200% Notes due 2040

Fully and unconditionally guaranteed by

Rio Tinto plc

and

Rio Tinto Limited

The U.S.$500,000,000 notes due 2016 (the 2016 notes) will bear interest at 2.250% per year. Interest on the 2016 notes will be payable semi-annually in arrears on March 20 and September 20 of each year, beginning on March 20, 2012. The 2016 notes will mature at 100% of their principal amount on September 20, 2016.

The U.S.$1,150,000,000 notes due 2021 (the 2021 notes) will bear interest at 3.750% per year. Interest on the 2021 notes will be payable semi-annually in arrears on March 20 and September 20 of each year, beginning on March 20, 2012. The 2021 notes will mature at 100% of their principal amount on September 20, 2021.

The U.S.$350,000,000 notes due 2040 (the 2040 notes and together with the 2016 notes and the 2021 notes, the notes) will bear interest at 5.200% per year. Interest on the 2040 notes will be payable semi-annually in arrears on May 2 and November 2 of each year, beginning on November 2, 2011. The 2040 notes will mature at 100% of their principal amount on November 2, 2040.

The 2040 notes offered hereby constitute a further issuance of the U.S.$500,000,000 principal amount of the 5.200% notes due 2040 that were issued on November 2, 2010 and the U.S.$300,000,000 principal amount of the 5.200% notes due 2040 that were issued on May 20, 2011 (the Existing 2040 notes). The 2040 notes will form a single series with the Existing 2040 notes and will have the same terms other than the initial offering price. Immediately upon settlement, the 2040 notes will have the same CUSIP number and will trade interchangeably with the Existing 2040 notes. Upon completion of this offering, U.S.$1,150,000,000 of the 5.200% notes due 2040 will be outstanding.

The notes and the guarantees will be senior unsecured obligations and will rank equally with all other present and future unsecured and unsubordinated indebtedness.

Each series of notes will be redeemable at our option or at the option of Rio Tinto plc or Rio Tinto Limited, in whole or in part, at any time at the redemption price determined in the manner described in this prospectus supplement. We may also redeem each series of notes at the principal amount of the notes being redeemed plus accrued interest to the date of redemption upon the occurrence of certain tax events described in this prospectus.

Application will be made to list the notes on the New York Stock Exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying base prospectus. Any representation to the contrary is a criminal offense.

	2016 Notes		**2021 Notes**		**2040 Notes**	
	Per Note	**Total**	**Per Note**	**Total**	**Per Note**	**Total**
Price to public(1)	99.400%	U.S.$ 497,000,000	99.744%	U.S.$ 1,147,056,000	102.285%	U.S.$ 357,997,500
Underwriting discount and commissions	0.350%	U.S.$ 1,750,000	0.450%	U.S.$ 5,175,000	0.875%	U.S.$ 3,062,500
Proceeds, before expenses, to us(2)	99.050%	U.S.$ 495,250,000	99.294%	U.S.$ 1,141,881,000	101.410%	U.S.$ 354,935,000

Notes:

(1) Plus accrued interest from September 19, 2011 if settlement occurs after that date and plus, in the case of the 2040 notes, additional accrued interest of U.S.$6,926,111.11 for the period from May 2, 2011 to, but not including, September 19, 2011.

(2) See Underwriting beginning on page S-27 of this prospectus supplement.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company (DTC), against payment in New York, New York, on or about September 19, 2011. Beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, including Clearstream Banking, *société anonyme* (Clearstream, Luxembourg) and Euroclear Bank SA/NV (Euroclear).

Joint Bookrunners

Barclays Capital **BNP PARIBAS** **Morgan Stanley**

Citigroup **HSBC** **SOCIETE GENERALE**

Co-Managers

ANZ Securities	**Credit Agricole CIB**	**Mitsubishi UFJ Securities**
Scotia Capital		**UBS Investment Bank**

The date of this prospectus supplement is September 14, 2011

Table of Contents

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

BASE PROSPECTUS

You should only rely on the information contained or incorporated by reference in the prospectus supplement and the accompanying base prospectus dated June 21, 2011 (the base prospectus) and any related free writing prospectus filed with the Securities and Exchange Commission (the SEC). We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in the prospectus supplement, the base prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and any prospects may have changed since those dates.

Table of Contents

ABOUT THIS DOCUMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes and also adds to and updates information contained in the base prospectus and the documents incorporated by reference in the prospectus supplement and the base prospectus. The second part, the base prospectus, provides more general information about debt securities we may offer from time to time. When we refer to the prospectus, we are referring to both parts of this document combined. If the description of the notes in the prospectus supplement differs from the description in the base prospectus, the description in the prospectus supplement supersedes the description in the base prospectus.

The base prospectus contains important information regarding this offering, which is not contained in the prospectus supplement. You are urged to read the base prospectus and the prospectus supplement in full.

In this prospectus supplement, the terms we , our and us refer to Rio Tinto Finance (USA) Limited (ABN 84 062 129 551). We refer to Rio Tinto plc and Rio Tinto Limited (ABN 96 004 458 404), taken together, as Rio Tinto. We refer to Rio Tinto plc, Rio Tinto Limited and their subsidiaries, taken together, as the Rio Tinto Group or the Group. Rio Tinto Finance (USA) Limited is offering debt securities using this prospectus supplement. Both Rio Tinto plc and Rio Tinto Limited act as the guarantors for offerings by Rio Tinto Finance (USA) Limited using this prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

We incorporate by reference the documents below filed or furnished with the SEC by Rio Tinto plc and Rio Tinto Limited pursuant to the Securities Exchange Act of 1934 (the Exchange Act).

(i) Annual Report on Form 20-F of Rio Tinto plc and Rio Tinto Limited for the year ended December 31, 2010 filed with the SEC on March 15, 2011;

(ii) The report on 6-K filed with the SEC by Rio Tinto plc and Rio Tinto Limited on August 26, 2011 containing the unaudited condensed interim financial report of the Rio Tinto Group for the period ended June 30, 2011;

(iii) any reports on Form 6-K filed or furnished by Rio Tinto plc or Rio Tinto Limited pursuant to the Exchange Act that expressly state that we incorporate them by reference; and

(iv) any reports filed under Section 13(a), 13(c) or 15(d) of the Exchange Act.

You can obtain copies of any of the documents incorporated by reference through Rio Tinto or the SEC. Documents incorporated by reference are available without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into this prospectus. You may obtain Rio Tinto documents incorporated by reference into this prospectus, at no cost, by requesting them in writing or by telephone at the following addresses and telephone numbers:

Rio Tinto Limited	Rio Tinto plc
Level 33	2 Eastbourne Terrace
120 Collins Street	London W2 6LG
Melbourne, Victoria 3000	United Kingdom
Australia	011-44-20-781-2000

011-61-3-9283-3333

Table of Contents

FORWARD-LOOKING STATEMENTS

This prospectus supplement contains and incorporates by reference certain forward-looking statements with respect to the financial condition, results of operations and business of the Rio Tinto Group. These statements are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the Securities Act) and Section 21E of the Exchange Act. The words intend, aim, project, anticipate, estimate, plan, believe, expect, may, should, will or similar expressions, commonly identify such forward-looking statements.

Examples of forward-looking statements contained in or incorporated by reference in this prospectus supplement include those regarding estimated ore reserves, anticipated production or construction dates, costs, outputs and productive lives of assets or similar factors. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors set forth in this document that are beyond the Group s control. For example, future ore reserves will be based in part on market prices that may vary significantly from current levels. These may materially affect the timing and feasibility of particular developments. Other factors include the ability to produce and transport products profitably, demand for our products, the effect of foreign currency exchange rates on market prices and operating costs, and activities by governmental authorities, such as changes in taxation or regulation, and political uncertainty.

In light of these risks, uncertainties and assumptions, actual results could be materially different from projected future results expressed or implied by these forward-looking statements which speak only as at the date of this prospectus supplement. Except as required by applicable regulations or by law, the Group does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events. The Group cannot guarantee that its forward-looking statements will not differ materially from actual results.

Table of Contents

THE OFFERING

The following summary highlights information contained elsewhere in this prospectus supplement and the base prospectus. It may not contain all information that you should consider before investing in the notes. You should read Description of Guaranteed Notes beginning on page S-23 of this prospectus supplement for more detailed information about the notes.

Issuer

Rio Tinto Finance (USA) Limited

Notes Offered

U.S.$500,000,000 2.250% notes due 2016

U.S.$1,150,000,000 3.750% notes due 2021
U.S.$350,000,000 5.200% notes due 2040, which will form a single series with the U.S.$800,000,000 principal amount of the Existing 2040 notes

Guarantees

Full and unconditional guarantees of the principal, interest, premium, if any, and any other additional amounts payable in respect of the notes are given by Rio Tinto plc and Rio Tinto Limited.

Stated Maturity

2016 notes: September 20, 2016

2021 notes: September 20, 2021

2040 notes: November 2, 2040

Principal Amount of Notes Being Issued

2016 notes: U.S.$500,000,000

2021 notes: U.S.$1,150,000,000

2040 notes: U.S.$350,000,000

Issue Price

2016 notes: 99.400%

2021 notes: 99.744%

2040 notes: 102.285% plus accrued interest of U.S.$6,926,111.11 for the period from May 2, 2011 to, but not including, September 19, 2011

Ranking

The notes and guarantees are not secured by any of our or Rio Tinto s respective property or assets and will rank equally with all other unsecured and unsubordinated indebtedness. Since Rio Tinto plc and Rio Tinto Limited are holding companies and currently conduct their operations through subsidiaries, payments on the guarantees are effectively subordinated to the other liabilities of those subsidiaries.

Interest Rate

2016 notes: 2.250%

2021 notes: 3.750%

2040 notes: 5.200%

Table of Contents

Date Interest Starts Accruing

2016 notes: September 19, 2011

2021 notes: September 19, 2011

2040 notes: May 2, 2011

Interest Payment Dates

2016 notes: March 20 and September 20 of each year, commencing March 20, 2012

2021 notes: March 20 and September 20 of each year, commencing March 20, 2012

2040 notes: May 2 and November 2 of each year, commencing November 2, 2011

First Interest Payment Date

2016 notes: March 20, 2012

2021 notes: March 20, 2012

2040 notes: November 2, 2011

Optional Make-Whole Redemption

Each series of notes will be redeemable at our option or at the option of Rio Tinto plc and Rio Tinto Limited, in whole or in part, at any time. See Description of Guaranteed Notes Optional Make-Whole Redemption beginning on page S-23 of this prospectus supplement. Upon redemption, we will pay a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed and (ii) as certified to the trustee by us or Rio Tinto, the sum of the present values of the remaining scheduled payments of principal and interest on the relevant series of notes (excluding any interest accrued as of the date of redemption) 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 (as defined in this prospectus supplement) plus a spread of 25 basis points in the case of the 2016 notes, 30 basis points in the case of the 2021 notes and 20 basis points in the case of the 2040 notes, together with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. The Comparable Treasury Issue for purposes of the definition contained in Description of Guaranteed Notes Optional Make-Whole Redemption will be the U.S. Treasury security selected by the quotation agents as having a maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes to be redeemed.

Tax Redemption

In the event of various tax law changes and other limited circumstances that require us to pay additional amounts as described in the base prospectus on page 17 under Description of Guaranteed Debt Securities Special Situations Payment of Additional Amounts , we, Rio Tinto plc or Rio Tinto Limited may call all, but not less than all, of the notes of each series for redemption at 100% of their aggregate principal amount plus accrued interest to the date of redemption.

Table of Contents

Form of Notes; Clearance and Settlement

We will issue the notes in fully registered form. The notes will be represented by one or more global securities registered in the name of a nominee of DTC and deposited with The Bank of New York Mellon, as depositary. You will hold a beneficial interest in the notes through DTC in book-entry form. Indirect holders trading their beneficial interest in the notes through DTC must trade in DTC s same-day funds settlement system and pay in immediately available funds. Secondary market trading through Euroclear and Clearstream, Luxembourg will occur in the ordinary way following the applicable rules and operating procedures of Euroclear and Clearstream, Luxembourg.

Denomination

The notes will be issued in minimum denominations of U.S.$2,000 and integral multiples of U.S.$1,000 in excess thereof.

Further Issues

We may from time to time without your consent create and issue further notes having the same terms and conditions as any series of notes so that the further issue is consolidated and forms a single series with such series of notes, provided that such further issue constitutes a qualified reopening for U.S. federal income tax purposes or such further notes are issued with not more than a de minimis amount of original issue discount for U.S. federal income tax purposes.

Trustee and Paying Agent

The Bank of New York Mellon

Listing

Application will be made to list the notes on the New York Stock Exchange.

Governing Law

The indenture, the notes and the guarantees will be governed by the laws of the State of New York.

Use of Proceeds

We expect to receive net proceeds (after underwriting discounts and commissions and estimated offering expenses) from this offering of approximately U.S.$1.99 billion. We intend to use the net proceeds for general corporate purposes.

Risk Factors

You should carefully consider all the information in this prospectus supplement and in the base prospectus (including the documents incorporated by reference in this prospectus) and, in particular, the risks described under Risk Factors beginning on page S-8 of this prospectus supplement before deciding to invest in the notes.

CUSIP

2016 notes: 767201 AP1

2021 notes: 767201 AQ9

2040 notes: 767201 AL0

ISIN

2016 notes: US 767201 AP10

2021 notes: US 767201 AQ92

2040 notes: US 767201 AL06

S-7

Table of Contents

RISK FACTORS

An investment in the notes involves risks. Prior to making a decision about investing, you should carefully consider, among other matters, the following risk factors, as well as those incorporated by reference in other filings we may make from time to time with the SEC.

Risks relating to Rio Tinto

Commodity prices and global demand for the Group s products are expected to remain uncertain, which could affect the Group s business

Commodity prices and demand for the Group s products are cyclical and strongly influenced by world economic conditions, particularly with respect to key customers, in the U.S. and Asia (notably China). There is potential volatility in short to medium term commodity prices due to persistent economic imbalances. The Group s normal policy is to sell its products at prevailing market prices and not to enter into price hedging arrangements. The recent improvement in commodity prices and demand for the Group s products may not remain as strong, which would have an impact on Group revenues, earnings, cash flows, asset values and growth.

Continued growth in demand for the Group s products in China could be affected by future developments in that country

The Group has signed agreements with almost 50% of its iron ore customers in Asia for pricing on a quarterly basis. This is a shift away from the previous annual benchmark pricing. Sales are being made to other iron ore customers on the same basis.

If a major economic downturn were to occur in China impacting the demand and price for iron ore or the Group s other products, or if Chinese customers source such products from elsewhere, the Group s business, financial condition and prospects could be affected.

Rio Tinto is exposed to fluctuations in exchange rates that could affect its overall business results

The U.S. dollar is the currency in which the great majority of the Group s sales are determined. It is also the most appropriate currency for holding surplus cash, financing its operations, and presenting its external and internal results. Although many costs are incurred in U.S. dollars, significant costs are influenced by the local currencies of the countries where the Group operates, principally the Australian dollar, Canadian dollar and Euro. The Group s normal policy is to avoid hedging arrangements relating to changes in foreign exchange rates. Appreciation in the value of these currencies against the U.S. dollar or prolonged periods of exchange rate volatility may adversely affect the Group s business results.

Political, legal and commercial changes in the places where the Group operates could affect the Group s reputation, future development opportunities, and/or the viability of its operations

The Group has operations in jurisdictions with varying degrees of political, legal and commercial stability. Commercial instability in some jurisdictions can be influenced by bribery and corruption in their various guises. Political and administrative change, policy reform, and changes in law or government regulation can result in expropriation or nationalization. Renegotiation or nullification of existing agreements, leases and permits; changes in fiscal policies (including increased taxes or royalty rates); changes in government ownership of operations; currency restrictions; increased regulation and significantly increased costs or impediments to operation are also possible consequences. Such consequences could have an adverse effect on the profitability, the ability to finance or, in extreme cases, the viability of an operation.

Political instability and uncertainty or government changes to the fiscal terms covering the Group s operations may discourage future investments in certain jurisdictions. This may have an adverse impact on the Group s ability to access new assets, potentially reducing future growth opportunities.

Table of Contents

Community disputes in the countries and territories in which the Group operates could affect the viability of its operations or its reputation

Some of the Group s current and potential operations are located in or near communities that may regard the operation as being detrimental to their environmental, economic or social circumstances. Community expectations are typically complex, with the potential for multiple inconsistent stakeholder views that may be difficult to resolve. Stakeholder opinion and community acceptance can be impacted by external events beyond the Group s control, including events that may occur in related industries or similar operations outside of the Group and events relating to the local, regional or national affairs of the places where the Group operates. Furthermore our operations may be a focus for civil unrest or criminal activity. Community reaction could have an adverse impact on the cost, profitability, and ability to finance or even the viability of an operation. Such events could lead to disputes with national or local governments or with local communities and give rise to reputational damage. If the Group s operations are delayed or shut down as a result of political and community instability, its revenue growth may be constrained and the long term value of its business could be adversely impacted.

The Group s land and resource tenure could be disputed resulting in disruption to the operation or development of a resource

The Group operates in several countries where title to land and rights in respect of land and resources (including indigenous title) may be unclear and may lead to disputes over resource development. Such disputes can be protracted and costly to resolve, could disrupt or delay relevant mining projects, impede the Group s ability to develop new mining properties, and may have an adverse effect on the Group s results of operations or its prospects.

Changes in the cost and/or interruptions in the supply of energy, water, fuel or other key inputs could adversely affect the economic viability of the Group s operations

The Group s operations are resource intensive and, as a result, its costs and net earnings may be adversely affected by the availability or cost of energy, water, fuel or other key inputs. If the prices of key inputs rise significantly more than expected, or if the Group experiences interruptions in, or constraints on, its supply of key inputs, the Group s costs could increase and its results could be adversely affected.

The Group s business and growth prospects may be negatively affected by reductions in its capital expenditure program

The Group requires substantial capital to invest in greenfield and brownfield projects, and to extend the life and capacity of its existing operations. If significant variations in commodity prices or demand for its products occur, the Group may reduce its capital expenditure, which may negatively impact the timing of its growth and future prospects.

With the volatility of the commodity markets, the Group s ability to benefit from improvements may be constrained by earlier capital expenditure restrictions and the long term value of its business could be adversely impacted.

The Group s exploration and development of new projects might be unsuccessful, expenditures may not be fully recovered and depleted ore reserves may not be replaced

The Group develops new mining properties and expands its existing operations as a means of generating shareholder value. The Group seeks to identify new orebodies and mining properties through its exploration programme and has also undertaken the development or expansion of other major operations. Exploration is not always successful, moreover there is a high degree of competition for opportunities to develop such orebodies.

Certain competitors, have access to significant resources and may be motivated by political or other non economic factors. The Group may be unable to find willing and suitable joint venture partners to share the cost of developing large projects. There is no assurance, therefore, that the Group s investment in exploration and project development will be recouped, or that depleted ore reserves will be replaced.

Failure of the Group to make or successfully integrate acquisitions, or to complete divestment agreements, could have an adverse effect on the business and results of operations

Business combinations entail a number of risks including the effective integration of acquisitions (including the realization of synergies), significant one time write-offs or restructuring charges, and unanticipated costs and liabilities. The Group may also be liable for the past acts, omissions or liabilities of companies, businesses or properties that it has acquired, which may be unforeseen or greater than anticipated. In addition, the Group may retain liabilities for divested entities if the buyer fails to honour all commitments.

The Group s reported results could be adversely affected by the impairment of assets and goodwill

An asset impairment charge may result from the occurrence of unexpected adverse events that impact the Group s expected performances. In accordance with IFRS, the Group does not amortize goodwill but rather tests it annually for impairment: such impairments cannot be reversed. Other long lived assets are tested when impairment indicators exist.

The Group will continue to test goodwill and may, in the future, record additional impairment charges. This could result in the recognition of impairment provisions (which are non cash items) that could be significant and could have an adverse effect on the Group s reported results.

Estimates of ore reserves are based on many assumptions and changes in the assumptions could lead to reported ore reserves being restated

There are numerous uncertainties inherent in estimating ore reserves including subjective judgments and determinations based on available geological, technical, contract and economic information. Assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may result in some reserves ceasing to be economically viable or others in becoming viable. Ultimately this may result in the reserves needing to be restated. Such changes in reserves could also affect depreciation and amortization rates, asset carrying values, deferred stripping calculations and provisions for close down, restoration and environmental clean up costs.

Labor disputes could lead to lost production and/or increased costs

Some of the Group s employees, including employees in non managed operations, are represented by labor unions under various collective labor agreements. The Group may not be able satisfactorily to renegotiate agreements when they expire and may face tougher negotiations or higher wage demands. In addition, existing labor agreements may not prevent a strike or work stoppage, which could have an adverse effect on the Group s earnings, financial condition, and reputation.

Some of the Group s technologies are unproven and failures could adversely impact costs and/or productivity

The Group has invested in and implemented information systems and operational initiatives including new technologies. Some aspects of these technologies are unproven and the eventual operational outcome or viability cannot be assessed with certainty. The costs, productivity, value in securing business opportunities and other benefits from these initiatives, and the consequent effects on the Group s future earnings and financial results, may vary from expectations. Failure of the Group s technology systems to realize the anticipated benefits could result in increased costs, interruptions to supply continuity, failure to realize production or growth plans, or some other adverse effect on operational performance.

Table of Contents

The Group s operations are vulnerable to natural disasters, operating difficulties, health, safety or environmental incidents and infrastructure constraints, not all of which are covered by insurance, which could have an impact on its productivity and reputation

Mining, smelting and refining operations are vulnerable to natural events, including earthquakes, drought, floods, fire, storms and the possible effects of climate change. Operating difficulties could be experienced such as unexpected geological variations that could result in significant ground or containment failure. The Group s operations involve chemicals and other substances under high temperature and pressure, with the potential for fire, explosion or other loss of control of the process, leading to a release of hazardous materials. This could occur by accident or a breach of operating standards, and could result in a significant incident. Any of these events could affect the Group s reputation, and the costs and viability of its operations for indeterminate periods.

The Group has extensive health, safety, environment and community policies and standards in place. Despite these, it remains possible that a health, safety, environment or community incident could occur that may adversely impact the Group s reputation, earnings or cash flows.

The Group requires reliable roads, rail networks, ports, power sources and power transmission facilities, water supplies and information technology systems to access and conduct its operations. The availability and cost of infrastructure affects capital and operating costs, and the maintenance of planned levels of production and sales. In particular, the Group transports a large proportion of its products by sea. Limitations, or interruptions in, rail or shipping capacity at any port, including as a result of third parties gaining access to the Group s integrated infrastructure, could impede the Group s ability to deliver its products on time. This could have an adverse effect on the Group s business and results of operations.

The Group uses an extensive information technology system and infrastructure. A significant failure of major parts of the system or malicious actions could result in significant interruption that could affect the Group s reputation and operating results.

The Group s insurance does not cover every potential risk associated with its operations. Adequate coverage at reasonable rates is not always obtainable. In addition, the Group s insurance may not fully cover its liability or the consequences of any business interruptions such as weather events, equipment failure or labor dispute. The occurrence of a significant event not fully covered by insurance could have an adverse effect on the Group s business, results of operations, financial condition and prospects.

The Group may be exposed to major failures in the supply chain for specialist equipment and materials

Rio Tinto operates within a complex supply chain depending on suppliers of raw materials, services, equipment and infrastructure to ensure its mines and process plants can operate, and on providers of logistics to ensure products are delivered. Failure of significant components of this supply chain due to factors such as business failure, or serious operational factors, could have an adverse effect on the Group s business and results of operations.

Joint ventures and other strategic partnerships may not be successful and non managed projects and operations may not comply with the Group s standards, which may adversely affect its reputation and the value of such projects and operations

The Group participates in several joint venture arrangements and it may enter into further joint ventures. Although the Group has sought to protect its interests, existing and future joint ventures necessarily involve risks. Whether or not the Group holds majority interests or maintains operational control in its joint ventures, its partners may:

- have economic or business interests or goals that are inconsistent with, or opposed to, those of the Group;

- exercise veto rights to block actions that the Group believes are in its or the joint venture s best interests;

Table of Contents

take action contrary to the Group s policies or objectives with respect to its investments; or

be unable or unwilling to fulfil their obligations under the joint venture or other agreements, such as contributing capital to expansion or maintenance projects.

In addition, failure of a joint venture partner may result in unanticipated losses to the Group. Where projects and operations are controlled and managed by the Group s partners, the Group may provide expertise and advice but it has limited control with respect to compliance with its standards and objectives. Improper management or ineffective policies, procedures or controls could adversely affect the value of related non managed projects and operations and, by association, damage the Group s reputation thereby harming the Group s other operations and access to new assets.

Increased regulation of greenhouse gas emissions could adversely affect the Group s cost of operations

Rio Tinto s operations are energy intensive and depend heavily on fossil fuels. There is increasing regulation of greenhouse gas emissions, progressive introduction of carbon emissions trading mechanisms and tighter emission reduction targets, in numerous jurisdictions in which the Group operates. These are likely to raise energy and production costs to a material degree over the next few decades. Regulation of greenhouse gas emissions in the jurisdictions of the Group s major customers and suppliers as well as in relation to international shipping could also have an adverse effect on the demand for the Group s products.

The Group depends on the continued services of key personnel

The Group s ability to maintain its competitive position and to implement its business strategy is dependent on the services of key engineering, managerial, financial, commercial, marketing and processing people. Loss or diminution in the services of key employees, particularly as a result of an inability to attract and retain staff, or the Group not maintaining a competitive remuneration structure, could have an adverse effect on the Group s business, financial condition, results of operations and prospects.

Competition for experienced people with international engineering, mining, metallurgy and geological expertise is high, due to a small pool of individuals against medium to high demand. This may affect the Group s ability to retain its existing senior management, marketing and technical personnel and to attract qualified personnel on appropriate terms. Similar competition may be felt by the Group s key contractors and equipment suppliers that, in turn, could affect the Group s expansion plans.

The Group s costs of close down, restoration, and rehabilitation could be higher than expected due to unforeseen changes in legislation, standards and techniques, or underestimated costs

Close down and restoration costs include the dismantling and demolition of infrastructure and the remediation of land disturbed during the life of mining and operations. Estimated costs are provided for over the life of each operation and updated annually but the provisions might prove to be inadequate due to changes in legislation, standards and the emergence of new restoration techniques. Furthermore the expected timing of expenditure could change significantly due to changes in commodity prices that might curtail or extend the life of an operation. Total provisions at December 31, 2010 amounted to U.S.$8,602 million as set out in note 27 to the 2010 Financial statements, which are included in the Annual Report on Form 20-F of Rio Tinto plc and Rio Tinto Limited for the year ended December 31, 2010, which is incorporated by reference in this prospectus supplement. These provisions could prove insufficient compared to the actual cost of restoration, or the cost of remediating or compensating for damage beyond the site boundary. Any underestimated or unidentified close down, restoration and environmental rehabilitation costs could have an adverse effect on the Group s reputation as well as its asset values, earnings and cash flows.

Table of Contents

Health, safety, environment and other regulations, standards and stakeholder expectations evolve over time and unforeseen changes could have an adverse effect on the Group s earnings, cash flows and reputation

Rio Tinto operates in an industry that is subject to numerous health, safety and environmental laws, regulations and standards as well as community and stakeholder expectations. The Group is subject to extensive governmental regulations in all jurisdictions in which it operates. Operations are subject to general and specific regulations governing mining and processing, land tenure and use, environmental requirements (including site specific environmental licences, permits and statutory authorizations), workplace health and safety, social impacts, trade and export, corporations, competition, access to infrastructure, foreign investment and taxation. Some operations are conducted under specific agreements with respective governments and associated acts of parliament but unilateral variations could diminish or even remove such rights. Furthermore, community and stakeholder expectations change over time. Evolving regulatory standards and stakeholder expectations can result in litigation and/or increased costs, or in extreme cases threaten the viability of an operation. This may impact on the reputation of the Group (including in circumstances where the underlying issue is not material to the Group). All of these matters may have an adverse effect on earnings and cash flows.

Risks relating to the notes

Since Rio Tinto plc and Rio Tinto Limited are holding companies and currently conduct their operations through subsidiaries, your right to receive payments on the guarantees is subordinated to the other liabilities of their subsidiaries

Rio Tinto plc and Rio Tinto Limited are organized as holding companies, and substantially all of their operations are carried on through subsidiaries. Their principal source of income is the dividends and distributions they receive from their subsidiaries. The ability of Rio Tinto plc and Rio Tinto Limited to meet their financial obligations is dependent upon the availability of cash flows from their domestic and foreign subsidiaries and affiliated companies through dividends, intercompany advances, management fees and other payments. These subsidiaries and affiliated companies are not required to and may not be able to pay dividends or make distributions to Rio Tinto plc and Rio Tinto Limited. Claims of the creditors of the subsidiaries of Rio Tinto plc and Rio Tinto Limited have priority as to the assets of such subsidiaries over the claims of Rio Tinto plc or Rio Tinto Limited. Consequently, holders of notes guaranteed by Rio Tinto plc and Rio Tinto Limited are structurally subordinated to the prior claims of the creditors of subsidiaries of Rio Tinto plc and Rio Tinto Limited.

In addition, some of Rio Tinto s subsidiaries are subject to laws restricting the amount of dividends they may pay. For example, these laws may prohibit dividend payments when net assets fall below subscribed share capital, when the subsidiary lacks available profits or when the subsidiary fails to meet certain capital and reserve requirements. English and Australian law prohibits those subsidiaries incorporated in the United Kingdom and Australia, respectively, from paying dividends unless these payments are made out of distributable profits. These profits consist of accumulated, realized profits which have not been previously utilized by distribution or capitalization, less accumulated, realized losses which have not been previously written off in a reduction or reorganization of capital duly made. Other statutory and general law obligations also affect the ability of directors of Rio Tinto s subsidiaries to declare dividends and the ability of Rio Tinto s subsidiaries to make payments to Rio Tinto on account of intercompany loans.

Since the notes are unsecured, your right to receive payments may be adversely affected

The notes that we are offering will be unsecured. If we default on the notes or Rio Tinto defaults on the guarantees, or after bankruptcy, liquidation or reorganization, then, to the extent that we or Rio Tinto have granted security over our or Rio Tinto s assets, the assets that secure our or Rio Tinto s debts will be used to satisfy the obligations under that secured debt before we or Rio Tinto could make payment on the notes or the guarantees. There may only be limited assets available to make payments on the notes or the guarantees in the event of an acceleration of the notes. If there is not enough collateral to satisfy the obligations of the secured debt, then the remaining amounts on the secured debt would share equally with all unsubordinated unsecured indebtedness.

Table of Contents

We may incur substantially more debt in the future

We may incur substantial additional indebtedness in the future, including in connection with future acquisitions, some or all of which may be secured by our assets. The terms of the notes will not limit the amount of indebtedness we may incur. Any such incurrence of additional indebtedness could exacerbate the risks that holders of the notes now face.

The notes lack a developed public market

There can be no assurance regarding the future development of a market for the notes or the ability of holders of the notes to sell their notes or the price at which such holders may be able to sell their notes. If such a market were to develop, the notes could trade at prices that may be higher or lower than the initial offering price depending on many factors, including, among other things, prevailing interest rates, our operating results and the market for similar notes. The underwriters may make a market in the notes as permitted by applicable laws and regulations. However, the underwriters are not obligated to do so, and any such market-making activities with respect to the notes may be discontinued at any time without notice. Therefore, there can be no assurance as to the liquidity of any trading market for the notes or that an active public market for the notes will develop. See Underwriting .

Our credit ratings may not reflect all risks of an investment in the notes

The credit ratings ascribed to us and the notes are intended to reflect our ability to meet our payment obligations in respect of the notes, and may not reflect the potential impact of all risks related to structure and other factors on the value of the notes. In addition, actual or anticipated changes in our credit ratings may generally be expected to affect the market value of the notes.

If we default on the notes, or if Rio Tinto defaults on the guarantees, your right to receive payments on the guarantees may be adversely affected by English or Australian insolvency laws

Rio Tinto plc is incorporated under the laws of England and Wales. Accordingly, insolvency proceedings with respect to Rio Tinto plc would be likely to proceed under, and be governed by, English insolvency law. The procedural and substantive provisions of English insolvency laws generally are more favorable to secured creditors than comparable provisions of United States law. These provisions afford debtors and unsecured creditors only limited protection from the claims of secured creditors and it will generally not be possible for us, Rio Tinto or other unsecured creditors to prevent or delay the secured creditors from enforcing their security to repay the debts due to them.

Rio Tinto Finance (USA) Limited and Rio Tinto Limited are incorporated under the laws of Australia and, therefore, insolvency proceedings with respect to them would be likely to proceed under, and be governed by, Australian insolvency law. The procedural and substantive provisions of Australian insolvency laws are also generally more favorable to secured creditors than comparable provision of United States law. These provisions afford debtors and unsecured creditors only limited protection from the claims of secured creditors and it will generally not be possible for us, Rio Tinto or other unsecured creditors to prevent or delay the secured creditors from enforcing their security to repay the debts due to them.

Table of Contents

RECENT DEVELOPMENTS

Coal & Allied proposal

On August 8, 2011, Coal & Allied Industries Limited (Coal & Allied), one of the major coal producers in the Hunter Valley region of New South Wales, announced that Rio Tinto had made an indicative, conditional, incomplete and non-binding proposal, under which Rio Tinto and Mitsubishi Development Pty Ltd (Mitsubishi Development), a wholly-owned subsidiary of Mitsubishi Corporation, would acquire all of the shares in Coal & Allied they do not already hold under a joint takeover.

On August 26, 2011, Coal & Allied announced that it had executed a scheme implementation agreement with Hunter Valley Resources Pty Ltd. (Hunter Valley Resources), a bid vehicle jointly owned by Rio Tinto and Mitsubishi Development. Pursuant to the agreement, Rio Tinto and Mitsubishi Development, via the jointly owned bid vehicle, would acquire all of the shares in Coal & Allied that they do not currently own under a Scheme of Arrangement (the Scheme). The Scheme is subject to a number of conditions, including Coal & Allied shareholder approvals and regulatory clearance.

The committee of Coal & Allied directors formed to consider the initial proposal from Rio Tinto unanimously recommended that Coal & Allied shareholders vote in favor of the proposed Scheme, subject to an independent expert concluding that the Scheme was in the best interests of Coal & Allied minority shareholders and there being no superior proposal.

Under the proposed Scheme, Coal & Allied shareholders would receive cash consideration of A$125 per share, a A$3 increase when compared to consideration of A$122 per share announced on August 8, 2011.

If the Scheme is successful, the aggregate direct and indirect interests in Coal & Allied held by Rio Tinto and Mitsubishi Development would increase to 80% and 20%, respectively. Rio Tinto currently owns 75.7% of Coal & Allied and Mitsubishi Development currently owns 10.2% of Coal & Allied.

Australian carbon tax proposal

On July 10, 2011, the Australian Government unveiled its carbon tax proposal. If the carbon tax proposal becomes law, from July 1, 2012 carbon emissions, including emissions from Rio Tinto s mining operations, will require a permit, with an initial price of A$23.00 per ton of carbon emitted. From July 1, 2015, a market mechanism will set the carbon price with a cap and floor to limit price volatility.

Rio Tinto acknowledges the importance of responding to the climate challenge but is disappointed with key features of the carbon tax proposal. Rio Tinto s view is that without significant changes, the proposal will inevitably hinder investment and jobs growth in Australia and will undermine Australia s international competitiveness without meaningfully reducing global carbon emissions.

Increase of stake in Ivanhoe Mines

On August 24, 2011, Rio Tinto exercised its right to subscribe for and acquire common shares in Ivanhoe Mines Ltd. (Ivanhoe Mines) As a result, Ivanhoe Mines issued 27,896,570 million new shares to Rio Tinto International Holdings Limited, a wholly-owned subsidiary of Rio Tinto, increasing Rio Tinto s ownership in Ivanhoe Mines by 2.0% to a total of 358,158,442 common shares or 48.5%.

The price paid per share was C$18.98 and the total consideration for the exercise of this subscription right was C$529.5 million.

Table of Contents

The subscription was made in accordance with existing contractual arrangements between Rio Tinto and Ivanhoe Mines that permits share purchases in certain circumstances and subject to certain limits. Under the terms of these agreements and subject to certain exceptions, Rio Tinto s current maximum permitted shareholding in Ivanhoe Mines is 49%.

The subscription was made in order to increase Rio Tinto s ownership of Ivanhoe in accordance with its contractual rights.

Appointment of Chris Lynch to the Board of Rio Tinto

On September 1, 2011, Chris Lynch joined the boards of Rio Tinto plc and Rio Tinto Limited as a non-executive director. Chris Lynch has had an extensive career in the mining and metals industry, including seven years at BHP Billiton, where he was chief financial officer and then executive director and group president Carbon Steel Materials. Prior to this, he spent 20 years with Alcoa, Inc. He is currently chief executive officer of Transurban Group and is also a commissioner of the Australian Football League.

Announcement of intention to divest shareholding in Palabora

On September 5, 2011, Rio Tinto informed the Board of Palabora Mining Company Limited (Palabora) of its intention to divest its 57.7% effective shareholding in the company and has initiated a commercial process to sell its shareholding.

Palabora s principal asset is a copper mine in South Africa, which has a current mine life until early 2016. Studies are underway for a potential extension of the mine s life to 2030 but it is no longer of sufficient scale to fit with Rio Tinto s strategy. Palabora also owns a magnetite stockpile and the future of value creation at Palabora is likely to involve beneficiation of the magnetite through on-site processing, an activity that is outside Rio Tinto s strategic focus.

U.S.$310 million investment in Pilbara coastal water project

On September 9, 2011, Rio Tinto announced that it will invest U.S.$310 million to assure a sustainable water supply for its iron ore operations in the Pilbara region of Western Australia, ensuring a sufficient resource to accommodate the expansion of annual production capacity up to the planned 333 million tonnes (Mt/a). The coastal water supply project, which involves construction of a new borefield and pipeline system, will be completed by mid-2013, coinciding with the first ore from the planned increase in production capacity to 283 Mt/a. Rio Tinto will build, own and operate the new borefield, located in the lower Bungaroo Valley, 35 kilometres south east of the town of Pannawonica, with an annual capacity of 10 gigalitres (GL/a).

Table of Contents

USE OF PROCEEDS

We estimate that the net proceeds (after underwriting discounts and commissions and estimated offering expenses) from the sale of the notes will be approximately U.S.$1.99 billion. We intend to use the net proceeds for general corporate purposes.

Table of Contents

SUMMARY HISTORICAL FINANCIAL DATA

The following summary consolidated historical financial data are derived from the audited consolidated financial statements of Rio Tinto incorporated by reference into this prospectus. The summary consolidated historical financial data should be read in conjunction with, and are qualified in their entirety by reference to, the audited consolidated financial statements and notes thereto contained in the Annual Report on Form 20-F of Rio Tinto plc and Rio Tinto Limited for the year ended December 31, 2010 and the unaudited condensed interim financial report contained in the report on Form 6-K filed with the SEC by Rio Tinto plc and Rio Tinto Limited on August 26, 2011 which are incorporated by reference in this prospectus supplement. The consolidated financial statements of Rio Tinto have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

Summary Condensed Consolidated Financial Information of Rio Tinto

Income Statement

	Six months ended June 30,		Year ended December 31,				
	2011	2010	2010	2009	2008	2007	2006
	(Unaudited)		(Unaudited)	(Audited)			
	(U.S.$ million)						
Consolidated revenue	29,056[(1)]	24,544[(1)]	55,171[(1)]	41,825	54,264	29,700	22,465
Group operating profit[(3)]	11,056	8,023	19,608[(2)]	7,506	10,194	8,571	8,974
Profit for the period	8,078	6,278	15,098[(2)]	5,335	4,609	7,746	7,867
Basic earnings per share (U.S. cents)[(4)]	389.3	298.1	726.1[(2)]	276.2	234.1	464.9	456.2
Diluted earnings per share (U.S. cents)[(5)]	386.7	297.0	721.8[(2)]	275.3	233.1	462.9	454.3

Balance Sheet

	At June 30, 2011 (Unaudited)	At December 31, 2010 (Unaudited)	2009	2008	2007	2006
			(Audited)			
	(U.S.$ million)					
Total assets	122,335	112,773[(2)]	97,236	89,616	101,091	34,494
Share capital and share premium	10,417	10,105	9,344	5,826	3,323	3,190
Total equity/Net assets	69,299	64,512[(2)]	45,925	22,461	26,293	19,385
Equity attributable to Rio Tinto shareholders	62,861	58,247[(2)]	43,831	20,638	24,772	18,232

Other Financial Data

	Six months ended June 30,		Year ended December 31,				
	2011	2010	2010	2009	2008	2007	2006
	(Unaudited)		(Unaudited)	(Audited)			
	(U.S.$ million)						
EBITDA[(6)]	14,178	11,256	26,553[(2)]	14,471	23,870	13,611	12,566

Notes:

(1) Following the continued integration and organizational restructure of Rio Tinto Aluminium and adoption of the integrated operations approach (see Rio Tinto Financial Information by Business Unit on pages 9 to 12 of the unaudited condensed interim financial report contained in the report on Form 6-K filed with the

Table of Contents

SEC by Rio Tinto plc and Rio Tinto Limited on August 26, 2011), sales of surplus power and carbon products used in the smelting process, previously included within sales revenue, have been treated as a credit to operating costs. In addition, third party commodity swap arrangements for delivery and receipt of smelter grade alumina have been offset within operating costs. Corresponding amounts for the six months ended June 30, 2010 and the year ended December 31, 2010 have been reclassified accordingly. This reclassification is considered to improve the relevance of the financial statements for users in accordance with IAS 1 Presentation of financial statements . The impact of the reclassification on previously reported consolidated sales revenue is: June 30, 2010: a reduction of U.S.$665 million (December 31, 2010: a reduction of U.S.$1,405 million).

(2) The audited financial statements for the year ended December 31, 2010 have been restated in accordance with IFRS 3 Business Combinations (Revised), following reclassification of certain balances relating to the consolidation of Oyu Tolgoi LLC, and included in the unaudited condensed interim financial report contained in the report on Form 6-K filed with the SEC by Rio Tinto plc and Rio Tinto Limited on August 26, 2011. Provisional fair values on consolidation were determined for Oyu Tolgoi at December 31, 2010. These provisional fair values continue to be reviewed and will be finalized by December 15, 2011, 12 months after the effective date of the agreement with Ivanhoe. During the course of the six months to June 30, 2011, certain reallocations between balance sheet categories were identified as additional information became available. An amount of U.S.$1,087 million was reclassified to loans and borrowings, with corresponding adjustments of U.S.$676 million to non-controlling interests and U.S.$352 million to Investments in Equity Accounted Units. These adjustments resulted in the following restatements to amounts reported in the audited financial statements for the year ended December 31, 2010: a reduction of U.S.$86 million to both group operating profit and profit for the period, a reduction of 4.4 U.S. cents to basic and diluted earnings per share, an increase of U.S.$371 million to total assets, a reduction of U.S.$762 million to total equity/net assets and a reduction of U.S.$86 million to equity attributable to Rio Tinto shareholders.

(3) Group operating profit under IFRS includes the effects of charges and reversals resulting from impairments and profit and loss on disposals of interests in businesses. Group operating profit amounts shown above exclude equity accounted operations, finance items, tax and discontinued operations.

(4) The rights issues completed in July 2009 were at a discount to the then market price. Accordingly, earnings per share and dividends per share for all periods up to the date on which the shares were issued were adjusted for the bonus element of the issue. The bonus factor for Rio Tinto plc was 1.2105 and for Rio Tinto Limited was 1.2679.

(5) The December 31, 2007 balance sheet has been restated for the revisions to Alcan s fair value accounting which was finalized in 2008.

(6) EBITDA (including Rio Tinto s share of equity accounted units) represents profit before finance items and tax, depreciation and amortization in subsidiaries, impairment charges/(reversals), depreciation and amortization in equity accounted units, taxation in equity accounted units and finance items in equity accounted units. Information regarding EBITDA is sometimes used by investors to evaluate the efficiency of a company s operations and its ability to employ its earnings towards repayment of debt, capital expenditures and working capital requirements. There are no generally accepted accounting principles governing the calculation of EBITDA and, as a non-GAAP measure, the criteria upon which EBITDA is based can vary from company to company. EBITDA, by itself, does not provide a sufficient basis to compare Rio Tinto s performance with that of other companies and should not be considered in isolation or as a substitute for operating profit or any other measure as an indicator of operating performance, or as an alternative to cash generated from operating activities as a measure of liquidity.

Table of Contents

The reconciliation of Rio Tinto s profit before finance items and taxation to EBITDA is as follows:

	Six months ended June 30,		Year ended December 31,				
	2011	2010	2010(2)	2009	2008	2007	2006
	(Unaudited)		(Unaudited)		(Audited)		
	(U.S.$ million)						
Profit on ordinary activities before finance items and taxation	11,499	8,504	20,709	8,292	11,233	10,155	10,352
Depreciation and amortization in subsidiaries	1,837	1,612	3,437	3,427	3,475	2,115	1,509
Impairment charges/(reversals)	195	565	982	1,573	8,030	58	(396)
Depreciation and amortization in equity accounted units	266	252	522	440	414	310	275
Taxation and Finance items in equity accounted units	381	323	903	739	718	973	826
EBITDA (unaudited)	14,178	11,256	26,553	14,471	23,870	13,611	12,566

S-20

Table of Contents

CAPITALIZATION AND INDEBTEDNESS OF RIO TINTO

The following table sets out the capitalization and indebtedness of Rio Tinto in accordance with IFRS (i) on an actual basis as of June 30, 2011; and (ii) as adjusted to give effect to the issuance of the notes offered hereby.

	At June 30, 2011(1)	
	Actual	As Adjusted
	(U.S.$ millions)	
Total issued share capital of Rio Tinto plc	243	243
Total issued share capital of Rio Tinto Limited	5,874	5,874
Total issued share capital	6,117	6,117
Share premium account	4,300	4,300
Other reserves	17,422	17,422
Retained earnings	35,022	35,022
Total shareholders funds	62,861	62,861
Finance debt(2)(3):		
Borrowings due within one year	737	737
Medium and long-term borrowings	17,426	19,426
Total capitalization and indebtedness	81,024	83,024

Notes:

(1) Except for the issuance of the notes offered hereby, there has been no material change to Rio Tinto s capitalization and indebtedness since June 30, 2011.

(2) For an indication of which debt is secured and unsecured as of December 31, 2010, see Note 22 to the 2010 Financial statements in the Annual Report on Form 20-F of Rio Tinto plc and Rio Tinto Limited for the year ended December 31, 2010, which is incorporated by reference in this prospectus supplement.

(3) Of the debt listed in Note 22 to the 2010 Financial Statements in the Annual Report on Form 20-F of Rio Tinto plc and Rio Tinto Limited for the year ended December 31, 2010, which is incorporated herein by reference, the bonds issued by Rio Tinto Finance (USA) Limited are guaranteed by each of Rio Tinto plc and Rio Tinto Limited and the notes issued under Rio Tinto s European Medium Term Note Program are guaranteed by Rio Tinto plc.

Table of Contents

RATIO OF EARNINGS TO FIXED CHARGES

Set forth in the table below are the ratios of earnings to fixed charges of Rio Tinto based on information derived from our consolidated financial statements, which are prepared in accordance with IFRS.

	Six months ended June 30,	Year ended December 31,				
	2011	2010(1)	2009	2008	2007	2006
Ratio of earnings to fixed charges	24.96	22.93	7.05	5.91	14.40	39.88

Notes:

(1) The ratio of earnings to fixed charges for the year ended December 31, 2010 has been restated in accordance with IFRS 3 Business Combinations (Revised), following reclassification of certain balances relating to the consolidation of Oyu Tolgoi LLC. For more information, please refer to the Acquisitions and disposals note on pages F-13 to F-17 of the unaudited condensed interim financial report contained in the report on Form 6-K filed with the SEC by Rio Tinto plc and Rio Tinto Limited on August 26, 2011.

The ratio of earnings to fixed charges of Rio Tinto is computed by dividing the amount of its pre-tax earnings by the amount of its fixed charges. For the purposes of calculating the ratio, earnings is defined as pre-tax income from continuing operations before adjustments for minority interests, less (i) minority interests in pre-tax income of subsidiaries that have not incurred fixed charges; and (ii) share of profit after tax of equity accounted units, plus (i) fixed charges; (ii) distributed income of equity investees; and (iii) amortization of capitalized interest. Fixed charges consist of interest costs, both expensed and capitalized, and a reasonable approximation of the rental expense representative of the interest factor.

DESCRIPTION OF GUARANTEED NOTES

This section is a summary of certain financial and legal terms of the notes and supplements the more general description under Description of Guaranteed Debt Securities in the base prospectus. To the extent that the following description is inconsistent with the terms described under Description of Guaranteed Debt Securities in the base prospectus, the following description replaces that in the base prospectus.

General

We will offer U.S.$500,000,000 initial aggregate principal amount of 2.250% notes due 2016, U.S.$1,150,000,000 initial aggregate principal amount of 3.750% notes due 2021 and U.S.$350,000,000 initial aggregate principal amount of 5.200% notes due 2040. Book-entry interests in the notes will be issued, as described in Clearance and Settlement in the base prospectus, in minimum denominations of U.S.$2,000 and in integral multiples of U.S.$1,000. The notes will bear interest at the applicable rate per annum shown on the cover page of this prospectus supplement, payable semi-annually in arrears on March 20 and September 20 of each year, commencing March 20, 2012 in the case of the 2016 notes and the 2021 notes and on May 2 and November 2 of each year, commencing November 2, 2011 in the case of the 2040 notes. The regular record dates for payments of interest will be March 5 and September 5 in the case of the 2016 notes and the 2021 notes and April 17 and October 17 in the case of the 2040 notes. Interest on the notes will be computed on the basis of a 360-day year of twelve 30-day months. A business day means any day other than a day on which banks are permitted or required to be closed in London and New York City. The indenture, the notes and the guarantees will be governed by New York law.

The notes will be unsecured, unsubordinated indebtedness of Rio Tinto Finance (USA) Limited and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding.

Rio Tinto plc and Rio Tinto Limited each will unconditionally guarantee on an unsubordinated basis the due and punctual payment of the principal of and any premium and interest on the notes, when and as any such payments become due and payable, whether at maturity, upon redemption or declaration of acceleration, or otherwise. The guarantees of the notes will be unsecured, unsubordinated obligations of Rio Tinto plc and Rio Tinto Limited. The guarantees will rank equally with all other unsecured and unsubordinated indebtedness of Rio Tinto plc and Rio Tinto Limited from time to time outstanding. Because Rio Tinto plc and Rio Tinto Limited are holding companies, the notes will effectively be subordinated to any indebtedness of each of their subsidiaries.

The trustee will be The Bank of New York Mellon. See Description of Guaranteed Debt Securities Default and Related Matters on page 23 of the base prospectus for a description of the trustee s procedures and remedies available in the event of default.

The principal corporate trust office of the trustee in the City of New York is currently designated as the principal paying agent. We may at any time designate additional paying agents or rescind the designation of paying agents or approve a change in the office through which any paying agent acts.

Payment of principal of and interest on the notes, so long as the notes are represented by global securities, as discussed below, will be made in immediately available funds. Beneficial interests in the global securities will trade in the same-day funds settlement system of The Depository Trust Company, referred to as DTC, and secondary market trading activity in such interests will therefore settle in same-day funds.

Optional Make-Whole Redemption

We or Rio Tinto may redeem any series of notes in whole or in part, at our option or at the option of Rio Tinto plc and Rio Tinto Limited at any time and from time to time at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed and (ii) as certified to the trustee by us 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 in the case of the 2016 notes, 30 basis points in the case of the 2021 notes and 20 basis points in the case of the 2040 notes, together with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. In connection with such optional redemption the following defined terms apply:

Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity (computed as of the third business day immediately preceding that redemption date) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

Comparable Treasury Issue means the United States Treasury security selected by the Independent Investment Banker that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the relevant series of notes.

Independent Investment Banker means one of the Reference Treasury Dealers appointed by us to act as the Independent Investment Banker.

Comparable Treasury Price means, with respect to any redemption date, (i) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third business day preceding that redemption date, as set forth in the daily statistical release designated H.15 (519) (or any successor release) published by the Federal Reserve Bank of New York and designated Composite 3:30 p.m. Quotations for U.S. Government Securities or (ii) if such release (or any successor release) is not published or does not contain such prices on such business day, (A) the average of the Reference Treasury Dealer Quotations for that redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (B) if the Independent Investment Banker for the notes obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.

Reference Treasury Dealer means each of Barclays Capital Inc., BNP Paribas Securities Corp., Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and SG Americas Securities, LLC in the case of the 2016 notes and the 2021 notes and means each of Morgan Stanley & Co. Incorporated, Credit Suisse Securities (USA) LLC, Barclays Capital Inc., BNP Paribas Securities Corp., Citigroup Global Markets Inc., Credit Agricole Securities (USA) Inc. and HSBC Securities (USA) Inc. in the case of the 2040 notes and, in each case, their respective successors and one other nationally recognized investment banking firm that is a Primary Treasury Dealer specified from time to time by us, *provided*, *however*, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in New York City (a Primary Treasury Dealer), we shall substitute therefor another nationally recognized investment banking firm that is a Primary Treasury Dealer.

Reference Treasury Dealer Quotation means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker by such Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day preceding that redemption date.

Remaining Scheduled Payments means, with respect to each note to be redeemed, the remaining scheduled payments of the principal thereof and interest thereon that would be due after the related redemption date but for such redemption, *provided*, *however*, that, if that redemption date is not an interest payment date with respect to such notes, the amount of the next succeeding scheduled interest payment thereon will be reduced by the amount of interest accrued thereon to that redemption date.

Notice of any redemption will be mailed at least 30 days but not more than 60 days before the redemption date to each holder of the notes to be redeemed. On and after any redemption date, interest will cease to accrue on the notes or any portion thereof called for redemption. On or before any redemption date, we shall deposit

with a paying agent (or the trustee) money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed on such date. If less than all of a series of notes is to be redeemed, the notes to be redeemed shall be selected by the trustee by such method as the trustee shall deem fair and appropriate. The redemption price shall be calculated by the Independent Investment Banker and us, and the trustee and any paying agent for the notes shall be entitled to rely on such calculation.

Payment of Additional Amounts

All payments of principal, premium (if any) and interest in respect of the notes or the guarantees will be made free and clear of, and without withholding or deduction for, any taxes, assessments, duties or governmental charges imposed, levied or collected by any jurisdiction in which we, Rio Tinto plc or Rio Tinto Limited, as the case may be, or any successor entity, is organized (or any political subdivision or taxing authority of or in that jurisdiction having power to tax). If withholding or deduction is required by law, we, Rio Tinto plc or Rio Tinto Limited, as the case may be, must, subject to certain exceptions, pay to each holder of the notes additional amounts as may be necessary in order that every net payment of principal of (and premium, if any, on) and interest on the notes after deduction or other withholding for or on account of any present or future tax, assessment, duty or other governmental charge, will not be less than the amount that would have been payable on the notes in the absence of such deduction or withholding. The requirement to pay additional amounts and the exceptions thereto are discussed in greater detail on page 17 of the base prospectus under Description of Guaranteed Debt Securities Special Situations Payment of Additional Amounts .

Tax Redemption

In the event of various tax law changes after the date of this prospectus supplement and other limited circumstances that require us, Rio Tinto plc or Rio Tinto Limited, to pay additional amounts as described in the base prospectus on page 17 under Description of Guaranteed Debt Securities Special Situations Payment of Additional Amounts , we, Rio Tinto plc or Rio Tinto Limited may call all, but not less than all, of the relevant series of notes for redemption. This means we may repay that series of notes early. Our ability to redeem the notes is discussed in greater detail on page 16 of the base prospectus under Description of Guaranteed Debt Securities Special Situations Optional Tax Redemption. If we call a series of notes as a result of such tax law changes, we must pay 100% of their principal amount (including any additional amounts). We will also pay the holders accrued interest if we have not otherwise paid interest through the redemption date (including any additional amounts). Notes will stop bearing interest on the redemption date, even if the holders do not collect their money.

In either of the situations discussed above, we will give notice to DTC of any redemption we propose to make at least 30 days, but not more than 60 days, before the redemption date. Notice by DTC to participating institutions and by these participants to street name holders of indirect interests in the notes will be made according to arrangements among them and may be subject to statutory or regulatory requirements.

Defeasance and Discharge

We may release ourselves from any payment or other obligations on the notes as described under Description of Guaranteed Debt Securities Defeasance and Covenant Defeasance Defeasance and Discharge on page 22 of the base prospectus.

Further Issues

We may from time to time without your consent create and issue further notes having the same terms and conditions as the notes so that the further issue is consolidated and forms a single series with such notes, provided that such further issue constitutes a qualified reopening for U.S. federal income tax purposes or such further notes are issued with not more than a de minimis amount of original issue discount for U.S. federal income tax purposes.

Table of Contents

UNITED STATES FEDERAL INCOME TAXATION

The 2040 notes should form part of a qualified reopening for U.S. federal income tax purposes and, therefore, should be treated as fungible with the Existing 2040 notes for U.S. federal income tax purposes.

The portion of the initial purchase price of the 2040 notes that is allocable to interest that has accrued prior to the issue date of the 2040 notes offered hereunder (pre-issuance accrued interest) should be subtracted from the purchase price of the 2040 notes. A portion of the first interest payment will be treated as a nontaxable return of pre-issuance accrued interest and not as interest payable on the 2040 notes. U.S. Holders should consult their tax advisors concerning the U.S. federal income tax treatment of pre-issuance accrued interest.

For a description of other U.S. federal income tax considerations relating to the acquisition, ownership and disposition of the notes, U.S. Holders should read the section entitled Taxation United States Federal Income Taxation in the base prospectus.

Table of Contents

UNDERWRITING

Barclays Capital Inc., BNP Paribas Securities Corp., Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and SG Americas Securities, LLC are acting as joint bookrunners of the offering and are acting as representatives of the underwriters named below.