

RIO TINTO PLC  
Form 8-A12B  
April 24, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

**RIO TINTO FINANCE**

**(USA) PLC**  
(Exact Name of Registrant as

Specified in Its Charter)

**RIO TINTO PLC**  
(Exact Name of Registrant as

Specified in Its Charter)

**RIO TINTO LIMITED**  
(Exact Name of Registrant as

Specified in Its Charter)

**England and Wales**  
(State of Incorporation or

Organization)

**Not Applicable**  
(I.R.S. Employer Identification no)

**England and Wales**  
(State of Incorporation or

Organization)

**Not Applicable**  
(I.R.S. Employer Identification no)

**Australia**  
(State of Incorporation or

Organization)

**Not Applicable**  
(I.R.S. Employer Identification no)

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**2 Eastbourne Terrace  
London W2 6LG  
United Kingdom**  
(Address of Principal Executive offices)

**2 Eastbourne Terrace  
London W2 6LG  
United Kingdom**  
(Address of Principal Executive offices)

**Level 33  
120 Collins Street  
Melbourne, Victoria 3000**  
(Address of Principal Executive offices)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-175037

Securities to be registered pursuant to Section 12(b) of the Act:

| <b>Title of Each Class<br/>to be so Registered</b> | <b>Name of Each Exchange on Which<br/>Each Class is to be Registered</b> |
|--|--|
| U.S.\$500,000,000 1.125% Notes due 2015            | New York Stock Exchange  |
| U.S.\$500,000,000 2.000% Notes due 2017            | New York Stock Exchange  |
| U.S.\$1,000,000,000 3.500% Notes due 2022          | New York Stock Exchange  |
| U.S.\$500,000,000 4.750% Notes due 2042            | New York Stock Exchange  |

Securities to be registered pursuant to Section 12(g)  
of the Act: None

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The Registrants have filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement, dated March 19, 2012 (the Prospectus Supplement), relating to the U.S.\$500,000,000 1.125% Notes due 2015, the U.S.\$500,000,000 2.000% Notes due 2017, the U.S.\$1,000,000,000 3.500% Notes due 2022 and the U.S.\$500,000,000 4.750% Notes due 2042 (collectively, the Notes), which are to be registered hereunder, to a prospectus dated March 16, 2012 (the Prospectus) filed under Rule 424(b) and forming a part of the Registrants' Registration Statement on Form F-3 (File No. 333-175037), as amended by Post-Effective Amendment No. 1 thereto filed on March 16, 2012. The Registrants incorporate by reference the Prospectus Supplement and the Prospectus to the extent set forth below.

**Item 1. Description of Registrants' Securities to be Registered**

Reference is made to the information set forth under the headings "Description of Guaranteed Notes" in the Prospectus Supplement and under "Description of Guaranteed Debt Securities" and "Taxation" in the Prospectus.

**Item 2. Exhibits**

The Notes are expected to be listed on the New York Stock Exchange (the NYSE), the exchange on which certain other securities of the Registrants are currently listed. Accordingly, copies of the following exhibits shall be filed with each copy of this Registration Statement filed with the Commission or with the NYSE, subject to Rule 12b-32 regarding the incorporation of exhibits by reference.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, the following exhibits are being filed with the Commission in connection with this Registration Statement:

- 1.1 Indenture, dated as of July 2, 2001, as amended and restated as of March 16, 2012, among Rio Tinto Finance (USA) Limited, Rio Tinto Finance (USA) plc, Rio Tinto plc, Rio Tinto Limited and The Bank of New York Mellon (incorporated by reference to Exhibit 4.1 to Post-Effective Amendment No. 1 to the Registrants' Registration Statement on Form F-3 (File No. 333-175037) filed with the Commission on March 16, 2012).
- 1.2 Officer's Certificate of Rio Tinto Finance (USA) plc pursuant to Section 301 of the Indenture, dated March 22, 2012, setting forth the terms of its U.S.\$500,000,000 1.125% Notes due 2015, its U.S.\$500,000,000 2.000% Notes due 2017, its U.S.\$1,000,000,000 3.500% Notes due 2022 and its U.S.\$500,000,000 4.750% Notes due 2042.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each registrant has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

**Rio Tinto Finance (USA) plc**

**(Registrant)**

By: /s/ Alexander Chmel  
Name: Alexander Chmel  
Title: Legal Counsel, under Power of Attorney

**Rio Tinto plc**

**(Registrant)**

By: /s/ Ben Mathews  
Name: Ben Mathews  
Title: Company Secretary

**Rio Tinto Limited**

**(Registrant)**

By: /s/ Ben Mathews  
Name: Ben Mathews  
Title: Assistant Secretary  
Date: April 24, 2012

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
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