

RIO TINTO PLC
Form 8-A12B
February 05, 2013

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 | RIO TINTO PLC | RIO TINTO LIMITED |
| (USA) PLC | | |
| (Exact Name of Registrant as | (Exact Name of Registrant as | (Exact Name of Registrant as |
| Specified in Its Charter) | Specified in Its Charter) | Specified in Its Charter) |
| England and Wales | England and Wales | Australia |
| (State of Incorporation or | (State of Incorporation or | (State of Incorporation or |
| Organization) | Organization) | Organization) |
| Not Applicable | Not Applicable | Not Applicable |
| (I.R.S. Employer) | (I.R.S. Employer) | (I.R.S. Employer) |

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| | | |
|---|---|--|
| Identification no) 2 Eastbourne Terrace London W2 6LG United Kingdom (Address of Principal Executive offices) | Identification no) 2 Eastbourne Terrace London W2 6LG United Kingdom (Address of Principal Executive offices) | Identification no) 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:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| U.S.\$1,250,000,000 1.625% Notes due 2017 | New York Stock Exchange |
| U.S.\$1,000,000,000 2.875% Notes due 2022 | New York Stock Exchange |
| U.S.\$750,000,000 4.125% Notes due 2042 | New York Stock Exchange |

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

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 August 16, 2012 (the Prospectus Supplement), relating to the U.S.\$1,250,000,000 1.625% Notes due 2017, the U.S.\$1,000,000,000 2.875% Notes due 2022 and the U.S.\$750,000,000 4.125% 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 August 21, 2012, setting forth the terms of its U.S.\$1,250,000,000 1.625% Notes due 2017, its U.S.\$1,000,000,000 2.875% Notes due 2022 and its U.S.\$750,000,000 4.125% 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: September 30, 2012

INDEX TO EXHIBITS

Exhibit

| No. | Exhibit |
|------------|---|
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