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Vale prices US\$1.88 billion mandatorily convertible notes due 2010

Companhia Vale do Rio Doce (Vale) announces the pricing of a US\$1,880,270,650 offering of mandatory convertible notes (Series RIO and Series RIO P) due in 2010, through its wholly-owned indirect subsidiary Vale Capital Limited ("Vale Capital").

The US\$1,295,732,300 Guaranteed Notes due in 2010, Series RIO (the "Series RIO Notes") will bear interest at 5.50% per year, payable quarterly. At their maturity on June 15, 2010, or upon certain events, the Series RIO Notes will be mandatorily converted to American Depositary Shares (ADSs), each representing one common share of Vale. Additional interest will be payable based on the net amount of cash distributions paid to ADS holders.

The US\$584,538,350 Guaranteed Notes due in 2010, Series RIO P (the "Series RIO P Notes") will bear interest at 5.50% per year, payable quarterly. At their maturity on June 15, 2010, or upon certain events, the Series RIO P Notes will be converted to ADS, each representing one preferred class A share of Vale. Additional interest will be payable based on the net amount of cash distributions paid to ADS holders.

The American Depositary Shares, into which the Series RIO Notes and the Series RIO P Notes are convertible, will represent up to an aggregate of 28,291,020 common shares and 15,147,728 preferred class A shares of Vale, all of which Vale currently holds as treasury stock.

The notes will be unsecured and unsubordinated obligations of Vale Capital and will be fully and unconditionally guaranteed by Vale. The guarantee will be an unsecured and unsubordinated obligation of Vale.

Vale will use the net proceeds of this offering for general corporate purposes.

Citigroup Global Markets, Inc. (Citi) and J.P. Morgan Securities Inc. (JPMorgan) acted as underwriters.

Vale and Vale Capital have filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (SEC) for the offering of the notes. Before you invest, you should read the prospectus in that registration statement and other documents Vale and Vale Capital have filed with the SEC for more complete information about the companies and the offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Citigroup and JPMorgan will arrange to send you the prospectus upon request by calling toll-free +1-800-831-9146 (in the United States), by calling collect +1-718-765-6732 (outside the United States), or by contacting them at: Citigroup Global Markets, Inc., Brooklyn Army Terminal, 140 58th St., 8th Floor, Brooklyn, New York 11220.

This press release is not an offer to sell, nor a solicitation of an offer to buy the notes, nor shall there be any sale of the notes in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

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

More information



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