

Vale S.A.  
Form 6-K  
June 07, 2016  
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**United States**  
**Securities and Exchange Commission**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the**

**Securities Exchange Act of 1934**

**For the month of**

**June 2016**

**Vale S.A.**

**Avenida das Américas, No. 700 Bloco 8, Sala 218  
22640-100 Rio de Janeiro, RJ, Brazil**

(Address of principal executive office)

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes  No

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- .)

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**1.1. Statement and Identification of the Responsible Individual**

<b>Name of the individual responsible for the content of the Reference Form</b>	<b>Murilo Pinto de Oliveira Ferreira</b>
<b>Position of responsible individual</b>	Executive Director

<b>Name of the individual responsible for the content of the Reference Form</b>	<b>Luciano Siani Pires</b>
<b>Position of responsible individual</b>	Director of Investor Relations

**The above-mentioned directors stated that:**

a. They have reviewed the Reference Form;

b. All the information contained in the Reference Form complies with Instruction CVM No. 480, in particular with Articles 14 through 19;

c. All the information contained therein is an accurate, precise and complete representation of the economic and financial situation of the issuer and of the risks inherent to its activities and the securities issued by it.

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**STATEMENT BY THE PRESIDENT**

**FOR PURPOSES OF ITEM 1.1 IN THE REFERENCE FORM**

**Murilo Pinto de Oliveira Ferreira**, Brazilian, married, business administrator, bearer of ID card RG IFP/RJ 004.922.272-2, registered with the Taxpayers Registry of the Ministry of Finance under CPF/MF no. 212.466.706-82, resident and domiciled in the City and State of Rio de Janeiro, with business address at Avenida das Américas, no. 700, Bloco 8, Loja 318, 3rd floor, Barra da Tijuca, CEP 22640-100, in the City and State of Rio de Janeiro, as President of **Vale S.A.**, joint-stock company, with registered office at in the city and state of Rio de Janeiro, at Avenida das Américas, no. 700 , Bloco 8, Loja 318, 3rd floor, Barra da Tijuca, CEP 22640-100, registered with the Taxpayers Registry of the Ministry of Finance under CNPJ/MF no. 33.592.510/0001-54 (Company ), for purposes of item 1.1 in this Reference Form states that:

a. he has reviewed the Reference Form of the Company;

b. information in this Reference Form complies with the terms in the Instruction by Comissão de Valores Mobiliários no. 480, dated December 7, 2009, as amended specially to Articles 14 to 19; and

c. the information contained herein is a true, accurate, and comprehensive picture of the financial status of the Company and risks inherent to its activities and securities issued by the Company.

**Murilo Pinto de Oliveira Ferreira**  
President

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**STATEMENT BY THE EXECUTIVE OFFICER OF FINANCE AND INVESTORS RELATIONS**

**FOR PURPOSES OF ITEM 1.1 IN THE REFERENCE FORM**

**Luciano Siani Pires**, Brazilian, married, mechanic engineer, bearer of ID card RG IFP/RJ 07.670.915-3, registered with the Taxpayers Registry of the Ministry of Finance under CPF/MF no. 013.907.897-56, resident and domiciled in the City and State of Rio de Janeiro, with business address at Avenida das Américas, no. 700, Bloco 8, Loja 318, 3rd floor, Barra da Tijuca, CEP 22640-100, in the City and State of Rio de Janeiro, as Executive Officer of Finance and Investor Relations of **Vale S.A.**, joint-stock company, with registered office at in the City and State of Rio de Janeiro, at Avenida das Américas, no. 700 , Bloco 8, Loja 318, 3rd floor, Barra da Tijuca, CEP 22640-100, registered with the Taxpayers Registry of the Ministry of Finance under CNPJ/MF no. 33.592.510/0001-54 ( Company ), for purposes of item 1.1 in this Reference Form states that:

a. he has reviewed the Reference Form of the Company;

b. information in this Reference Form complies with the terms in the Instruction by Comissão de Valores Mobiliários no. 480, dated December 7, 2009, as amended specially to Articles 14 to 19; and

c. the information contained herein is a true, accurate, and comprehensive picture of the financial status of the Company and risks inherent to its activities and securities issued by the Company.

**Luciano Siani Pires**  
Executive Officer of Finance and Investor Relations

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<b>Does it have auditor?</b>	YES
<b>CVM (Securities Commission) Code</b>	418.9
<b>Type of Auditor</b>	Domestic
<b>Name/Corporate name</b>	KPMG Auditores Independentes
<b>CPF/CNPJ</b>	57.755.217/0001.29
<b>Service start date:</b>	04/30/2014
<b>End of service provision:</b>	Ongoing.
<b>Description of the service contracted</b>	Provision of professional services associated with (i) auditing financial statements for domestic and international purposes and to develop certification of internal controls (in compliance with Section 404 of Sarbanes-Oxley Act from 2002) for the fiscal years ending on December 31, 2014, 2015, and 2016, and for reviewing the quarterly information ITR from June 30, 2014 to March 31, 2017. Additionally, the scope of the work should also include providing auditing services, such as the issue of procedural reports previously agreed upon according to NBC TSC4400.
<b>Total amount of the remuneration of independent auditors itemized per service</b>	The services hired from the Company's external auditors relative to the fiscal year that ended on December 31, 2015 for the Company and its controlled companies were the following.

	<b>Reais (Thousands)</b>
Financial Audit	19,458
Sarbanes Oxley Act Audit	1,133
Audit-Related Services (*)	174
<b>External Audit Total Services</b>	<b>20,765</b>
<b>Total Services Amount</b>	<b>20,765</b>

(\*) In their great majority, these services are hired for periods shorter than one year and they are mainly associated with the issue of procedural reports previously agreed upon according to NBC TSC4400).

<b>Justification for replacement</b>	Not applicable
<b>Reason submitted by the auditor in case of disagreement of the issuer justification</b>	Not applicable

<b>Name of the supervisor responsible</b>	<b>Period of provision of service</b>	<b>CPF</b>	<b>Address</b>
Manuel Fernandes Rodrigues de Sousa	Starting on 04/30/2014	783.840.017-15	Av. Almirante Barroso, 52 4º andar 20031-000, Rio de Janeiro, RJ email: mfernandes@kpmg.com.br Telephone: (21) 3515-9336

<b>Does it have auditor?</b>	YES
<b>CVM (Securities Commission) Code</b>	287-9
<b>Type of Auditor</b>	Domestic
<b>Name/Corporate name</b>	PricewaterhouseCoopers Auditores Independentes
<b>CPF/CNPJ</b>	61.562.112/0002-01
<b>Service start date:</b>	07/24/2009

**End of service provision:**

04/29/2014



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<b>Description of the service contracted</b>	Provision of professional services related to (i) auditing the individual and consolidated financial statements for fiscal years ending on December 31, 2009, 2010, 2011, 2012 and 2013 and reviewing the quarterly information ITR for such fiscal years and the quarter ending on March 31, 2014, both for domestic and international purposes, as applicable, (ii) issuing comfort letters for the issuance of debts and equities at the Brazilian and international market, (iii) the certification of internal controls in order to comply with Section 404 of the Sarbanes-Oxley Act of 2002, and (iv) provision of other services related to the audit and (v) provision of other services, unrelated to the external audit. In the fiscal year ended December 31, 2014, no payments were made.
<b>Total amount of the remuneration of independent auditors itemized per service</b>	
<b>Justification for replacement</b>	Change of Independent Auditors according to article 31 in CVM Instruction 308/99
<b>Reason submitted by the auditor in case of disagreement of the issuer justification</b>	Auditor replacement was expressly approved by the auditor, with no disagreements

Name of the supervisor responsible	Period of provision of service	CPF	Address
João César de Oliveira Lima Junior	06/01/2012 to 04/29/2014	744.808.477-15	Avenida José da Silva de Azevedo Neto nº 200 Bloco 3 - Torre Evolution IV rooms 101, 103 to 108 and 201 to 208, Barra da Tijuca, City and State do Rio de Janeiro-RJ, CEP 22075-556.  e-mail: joao.c.lima@br.pwc.com  Phone: (21) 3232-6112
Marcos Donizete Panassol	07/24/2009 to 05/31/2012	063.702.238-67	Avenida José da Silva de Azevedo Neto, no. 200, Bloco 3, Torre Evolution IV, salas 101, 103 a 108 e 201 a 208, Barra da Tijuca, Rio de Janeiro, RJ, CEP 22075-556  Email: marcos.panassol@br.pwc.com  Telephone: (21) 3232-6112

**2.3 Other relevant information**

At the meeting of November 28, 2013, the Board of Directors of Vale approved hiring the company KPMG Auditores Independentes to provide auditing services for the Company's financial statements for 3 (three) years starting in fiscal year 2014. Services started with the review of the 2014-second quarter information (ITRs).

The Company has specific internal procedures for pre-approval of engagements for their external auditors in order to avoid conflict of interest or loss of objectivity by its independent auditors.



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The Company's policies regarding independent auditors and other services unrelated to external auditing are grounded in principles that safeguard their independence. In line with best corporate governance practices, all services provided by the independent auditors are pre-approved by the Supervisory Board, and the independent auditor provide us with an independence letter.

Additionally, the Company clarifies that there are no relevant transfers of services or resources between Company-related parties with the Company as defined in CVM deliberation no. 642/10 that approved CPC Technical Pronunciation 05(R1).

### 3.1 Consolidated Financial Information

<b>(Reais)</b>	<b>Fiscal Year (12/31/2015)</b>	<b>Fiscal Year (12/31/2014)</b>	<b>Fiscal year (12/31/2013)</b>
Shareholders' equity	139,419,000,000.00	149,601,000,000.00	152,121,066,000.00
Total Assets	345,547,000,000.00	309,415,000,000.00	291,880,311,000.00
Realized Net Revenue/Temporary Revenue/Insurance Premium	85,499,000,000.00	88,275,000,000.00	101,489,747,000.00
Gross Result	16,841,000,000.00	29,188,000,000.00	48,979,108,000.00
Net Result	45,997,000,000.00	219,000,000.00	258,000,000.00
Number of Shares, excluding treasury	5,153,374,926	5,135,374,926	5,153,374,926
Asset Value of Share (in R\$/unit)	27.05392136	29.02971395	29.51872670
Basic Earnings per Share	(8.580000)	0.190000	0.020000
Earning Diluted per Share	(8.580000)	0.190000	0.020000

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The Company uses EBITDA and Adjusted EBITDA as a non-accounting measurement. In 2015, 2014, and 2013, respectively, the EBITDA of the Company was established in the amount of R\$ (14,849) million, R\$ 27,680 million, and R\$ 42,386 million, respectively, while the Adjusted EBITDA was established in the amount of R\$ 23,654 million, R\$ 31,134 million, and R\$ 49,027 million, respectively.

**b. Reconciliations between amounts reported and the values of audited financial statements**

In R\$ million	Year ending on December 31		
	2015	2014	2013
Fiscal year net profit (loss)	(45,997)	219	(258)
Income tax and social contribution	(18,879)	2,600	15,249
Net financial results	36,538	14,753	18,442
<b>EBIT</b>	<b>(28,338)</b>	<b>17,572</b>	<b>33,433</b>
Depreciation, amortization and, depletion	13,489	10,108	8,953
<b>EBITDA</b>	<b>14,849</b>	<b>27,680</b>	<b>42,386</b>
Corporate income in joint ventures and affiliates	1,507	1,141	999
Reduction of corporate recoverable value in assets	34,553	2,713	5,390
Reduction of corporate recoverable value in joint ventures and affiliates	1,727	71	
Result from the sale of interest in <i>joint venture</i> and affiliates	(296)	68	(98)
(Gain) Loss non-current asset impairment kept for sale	(52)	441	508
Dividends received	1,064		