

Vale S.A.
Form 6-K
May 31, 2012
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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

May 2012

Vale S.A.

**Avenida Graça Aranha, No. 26
20030-900 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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Reference Form - 2011

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Item 1

1.1. Stament and Identification of the Responsible Individual

**Name of the individual responsible
for the content of the Reference
Form**

Murilo Pinto Ferreira

Position of responsible individual

Executive Director

**Name of the individual responsible
for the content of the Reference
Form**

Tito Botelho Martins Junior

Position of responsible individual

CFO and 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 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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Item 2

2.1/2.2 Identification and remuneration of Auditors:

Does it have auditor?	YES
CVM (Securities Commission) Code	287-9
Type of Auditor	Domestic
Name/Corporate name	PricewaterhouseCoopers Auditores Independentes
CPF/CNPJ	61.562.112/0002-01
Period of provision of services	07/24/2009
Description of the service contracted	Provision of professional services for auditing the annual report from Vale, its subsidiaries, and controlled companies, both for domestic and international purposes, comfort letters for issuance of debts and equities at the Brazilian and international market, certification of internal controls in order to comply with Section 404 of Sarbanes-Oxley Act of 2002; provision of services related to the audit, and tax services related to legal requirements.
Total amount of the remuneration of independent auditors itemized per service	In the fiscal year ended December 31, 2011, independent auditors received fees in a total of R\$ 22,017 thousand for the provision of services to Vale and its affiliates.

Financial audit: R\$ 17,790 thousand

Sarbanes-Oxley Act Audit: R\$ 2,978 thousand

Audit-related services: R\$ 826 thousand

Tax services: R\$ 153 thousand

Non-audit related services: R\$ 270 thousand

Total of services R\$ 22,017 thousand

**Justification for replacement
Reason submitted by the auditor in case of
disagreement of the issuer justification**

Name of the supervisor responsible	Period of provision of service	CPE	Address
Marcos Donizete Panassol	07/24/2009	063.702.238-67	Rua da Candelaria, 65/ 11,14,15 andares, Centro, Rio de Janeiro, RJ, Brasil, CEP 20091-020 Email: marcos.panassol@br.pwc.com Telephone: 3232-6112

2.3 Other relevant information

Vale has developed and formalized specific rules and procedures for pre-approval of engagements for their independent external auditors in order to avoid conflict of interest or loss of independence and objectivity by the already mentioned independent external auditors.

According to the Regulation for Contracting of Services for Independent Audit, Advisory Services and Other Services Unrelated to Audit Provided by External Auditors, approved by the Supervisory Board, with the aim of reconciling the legal precepts and regulations for Brazil and America, the following general principles have been established for the preservation of independence of external auditors: (a) the auditor should not perform tasks which the administration of the Company should carry out, (b) the auditor should not audit their own work, (c) the auditor must not carry out advocacy activities for the Company. Under this regulation, in line with best corporate governance practices, all services provided by the independent auditors of Vale are pre-approved by the Supervisory Board.

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(Reais)	Fiscal Year (12/31/2011)	Fiscal Year (12/31/2010)	Fiscal year (12/31/2009)
Shareholders equity	146,690,367,000.00	116,326,864,000.00	100,295,227,000.00
Total Assets	241,783,112,000.00	214,662,114,000.00	177,738,189,000.00
Realized Net Revenue/Temporary Revenue/Insurance Premium	103,195,407,000.00	83,225,006,000.00	48,496,566,000.00
Gross Income	62,706,537,000.00	49,468,940,000.00	20,746,174,000.00
Net Income	37,400,224,000.00	30,421,492,000.00	10,504,879,000.00
Number of Shares, excluding treasury (units)	5,097,293,079	5,218,279,135	5,212,724,297
Asset Value of Share (in R\$/unit)	28.78	22.290000	19.240000
Earnings per Share	7.21	5.762450	1.966140

3.2 Non-Accounting measurements**a. value of non-accounting measurements**

The Company uses EBITDA as a non-accounting measurement. In 2011, the EBITDA of the Company was established in the amount of R\$ 53,138,951 thousand, while in 2010 and 2009 these amounts were R\$ 46,378,648 thousand (forty-six billion, three hundred and seventy eight million and six hundred and forty-eight thousand reais) and R\$ 18,619,085 thousand (eighteen billion, six hundred and nineteen million, eighty-five thousand reais), respectively.

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

In R\$ thousands	2011	2010	2009
Operating profit - EBIT	53,138,951	40,490,339	13,173,034
Depreciation / Amortization of goodwill	6,932,472	5,741,372	5,446,951
Reduction in recoverable value of intangible assets			
	62,563,595	46,378,649	18,619,085
Dividends received	84,079	146,938	21,318
EBITDA (LAJIDA)	60,155,502	46,378,649	18,641,303
Depreciation / Amortization of goodwill	(6,932,472)	(5,741,372)	(5,446,951)
Dividends received	(84,079)	(146,938)	(21,318)
Reduction in recoverable value of intangible assets			
Corporate results	(51,527)	(48,081)	98,697
Proceeds from sale of investment			93,139
Net financial income	(6,622,546)	(2,763,399)	2,094,497

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Income and social contribution	(9,064,654)	(7,035,659)	(4,954,488)
Minority interests			
Net income	37,400,224	30,421,492	10,504,879

c. why the Company believes that this measurement is more appropriate for a correct understanding of its financial situation and results of operations

EBITDA is a measure of the company's cash generation, aiming to assist the assessment by the Administration of the performance of operations. The analysis of operating results through EBITDA

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has the benefit of canceling the effect of non-operating gains or losses generated by financial transactions or the effect of taxes.

The consolidated cash generation measured by EBITDA (earnings before financial results, income from corporate interests, income tax and social contributions, depreciation, depletion and amortization, and plus dividends received) is not a BR GAAP/IFRS measurement and does not represent cash flow for the periods presented and therefore should not be considered as an alternative to net income (loss), as an isolated indicator of operating performance or as an alternative to cash flow as a source of liquidity. The EBITDA definition used by Vale may not be comparable with EBITDA, by definition, for other companies.

3.3 Events subsequent to the latest financial statements

Vale does not provide guidance in the form of quantitative predictions about its future financial performance. The Company seeks to disseminate as much information about its vision of the various markets where it operates, guidelines, and implementation strategies in order to provide investors in the capital markets a basis for the formation of expectations about its performance in the medium and long term.

The financial statements for the year ended December 31, 2011 were issued and filed with the CVM on February 16, 2012. Below is a description of subsequent events, which were included in the financial statements in compliance with the rules in IAS 24, approved by CVM^o 593/09: On January 4, 2012, Vale issued US\$ 1 billion in notes due in 2022 sold at a price equal to 98.804% of the principal value and coupon of 4.375% a year, payable every six months by the subsidiary Vale Overseas Limited.

3.4 Policy for allocation of results

	Fiscal Year Ended December 31		
	2011	2010	2009
a. Rules on retention of profits	<p>Statutory Rule: According to Article 43 of the Bylaws, there should be a consideration in the proposal for distribution of profits of the formation of (i) Exhaust Reserve, to be constituted in the form of tax legislation, and (ii) Investment Reserve for the purpose of ensuring the maintenance and development of activities that constitute the main object of the company, in an amount not exceeding 50% (fifty percent) of net income distributable up to the maximum capital of the company.</p>		
	<p>Practice adopted by the Company: Of the total of R\$ 37,813,724,944.02, R\$ 25,864,899,330.53 (68.4%) were destined to a Reserve for expansion / investment and R\$ 995,844,040.58 (2.6%) for the Tax Incentive Reserve. Of the total reserve for the expansion / investment, 50% was allocated based on statutory authorization and 18.4% was destined for the</p>	<p>Practice adopted by the Company: Of the total R\$ 36,073,218,330.41, R\$ 23,468,768,237.73 (65.1%) destined to a Reserve for expansion / investment and R\$ 1,022,135,742.36 (2.8%) for the Tax Incentive Reserve. Of the total for the Reserve expansion / investment, 50% was sent based on statutory</p>	<p>Practice adopted by the Company: Of the total of R\$ 10,287,467,859.00, R\$ 6,653,281,672.35 (64.7%) was destined to a Reserve for Tax Incentives and R\$ 119,652,582.99 (1.16%) (Fiscal Incentive Reserve. Of the total for the Reserve expansion / investment, 50% was based on statutory authorization and 14.7% was</p>

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reserve based on the capital budget approved at the AGM.

authorization, and 15.1% was destined for the reserve based on the capital budget approved by the AGM.

destined for the reserve based on the capital budget approved by the AGM.

b. Arrangements for distribution of dividends

Statutory Rule: According to Article 44 of the bylaws, at least 25% (twenty five percent) of annual net profits, adjusted according to the law, will be provided for the payment of dividends.

Pursuant to Art. 5, §5 of the bylaws, the holders of preferred shares of Class A and special class, shall have their right to participate in the dividend to be distributed and calculated as per Chapter VII of the Bylaws, according to the following criterion:

(a) Priority in the reception of dividends corresponding to (i) 3% (three per cent) at least of the net asset value of the share, calculated based on the financial statements analyzed that served as reference for the payment of dividends or (ii) 6% (six per cent) calculated on the part of the capital to which that class of share belongs, whichever is the greatest of these.

(b) Right to participate in the distributed incomes, under equal conditions with common shares, after

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them, guaranteeing a dividend equal to the priority minimum set up pursuant to a above.

Practice adopted by the Company: 25% of annual net income was allocated to the payment of dividends

Practice adopted by the Company: 27% of annual net income was allocated to the payment of dividends

Practice adopted by the Company: 31% of annual net income was allocated to the payment of dividends

c. Frequency of dividend distribution

In accordance with the Dividend Policy adopted by Vale, payments are made semiannually in the months of April and October.

d. Restrictions to dividend distribution

n/a

n/a

n/a

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3.5 Distributions of dividends and retention of net income.

(Reais)	Fiscal Year Ended December 31, 2011	Fiscal Year Ended December 31, 2010	Fiscal Year Ended December 31, 2009
Adjusted net income for dividend payments	34,927,194,656.24	33,247,421,671.53	9,655,367,895.00
Percentage of dividend over the adjusted net profit	26.000000	29.000000	31.000000
Rate of return in relation to equity	26.00	31.000000	11.000000
Dividend distributed			