

VALLEY OF THE RIO DOCE CO

Form 6-K

December 13, 2004

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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

December 2004

**Valley of the Rio Doce Company**

(Translation of Registrant's name into English)

Avenida Graça Aranha, No. 26  
20005-900 Rio de Janeiro, RJ, Brazil  
(Address of principal executive office)

(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).  
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Press Release  
Signatures

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**Table of Contents****CVRD's Wholly Owned Subsidiary Vale Overseas Announces Pricing of its Tender Offer**

Rio de Janeiro, December 10, 2004 – Companhia Vale do Rio Doce (CVRD) reports that its wholly owned subsidiary Vale Overseas Limited (Vale Overseas) announced today the purchase price for its cash tender offer for any and all of its US\$ 300,000,000 aggregate principal amount outstanding 8.625% Enhanced Guaranteed Notes due 2007 (CUSIP Nos. 91911TAB9, 91911TAA1, G9317UAA3). The offer is scheduled to expire at 5:00 p.m., New York City time, on Tuesday, December 14, 2004, unless extended (such date and time, as they may be extended, the Expiration Date) or earlier terminated.

Vale Overseas will pay the purchase price and accrued and unpaid interest from the last interest payment date to, but excluding, the settlement date, for the notes accepted pursuant to the offer. Settlement of the offer is expected to occur on the third business day following the Expiration Date. The table below sets forth the relevant pricing information for the notes:

<b>Reference U.S. Treasury Security</b>	<b>Bloomberg Reference Page</b>	<b>Fixed Spread</b>	<b>Actual Reference Yield</b>	<b>Tender Offer Yield</b>	<b>Purchase Price Per US\$1000 Principal Amount of Notes</b>
2.875% U.S. Treasury note due November 30, 2006	PX1	0.18%	2.941%	3.121%	US\$1,117.34

The purchase price was calculated by the dealer manager in the manner described in the offer to purchase at 2:00 p.m., New York City time, on December 10, 2004.

Vale Overseas has retained J.P. Morgan Securities Inc. to serve as Dealer Manager for the offer, JPMorgan Chase Bank to serve as the depository for the offer, J.P. Morgan Bank Luxembourg S.A. to serve as Luxembourg agent for the offer and D.F. King & Co., Inc. to serve as information agent for the offer.

Requests for documents may be directed to D.F. King & Co., Inc. by telephone at (800) 290-6429, or (212) 269-5550, or in writing at 48 Wall Street, New York, New York 10005. These documents contain important information, and holders should read them carefully before making any investment decision. Questions regarding the offer may be directed to J.P. Morgan Securities Inc. at (866) 846-2874 (in the United States), or (212) 834-7279 (outside the United States, call collect).

This announcement does not constitute an offer to purchase or a solicitation of an offer to sell securities. The offer is being made solely by the offer to purchase.

**For further information, please contact:**

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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 CVRD cannot give assurance that such statements will prove correct. These risks and uncertainties include factors: relating to the Brazilian economy and securities markets, which exhibit volatility and can be adversely affected by developments in other countries; relating to the iron ore business and its dependence on the global steel industry, which is cyclical in nature; and relating to the highly competitive industries in which CVRD operates. For additional information on factors that could cause CVRD's actual results to differ from expectations reflected in forward-looking statements, please see CVRD's reports filed with the Brazilian Comissão de Valores Mobiliários and the U.S. Securities and Exchange Commission.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA VALE DO RIO DOCE  
(Registrant)

Date: December 13, 2004

By: /s/ Fabio de Oliveira Barbosa  
Fabio de Oliveira Barbosa  
Chief Financial Officer