

Vale S.A.  
Form FWP  
June 08, 2016

**Issuer Free Writing Prospectus filed pursuant to Rule 433**  
**Supplementing the Preliminary Prospectus Supplement dated June 7, 2016**  
**Registration Nos. 333-207181 and 333-207181-01**

**Term Sheet**

**Vale Overseas Limited**

**US\$1,250,000,000**

**5.875% Guaranteed Notes due 2021**

<b>Issuer:</b>	Vale Overseas Limited
<b>Guarantor:</b>	Vale S.A.
<b>Title of Securities:</b>	5.875% Guaranteed Notes due 2021 (the Securities).
<b>Aggregate Principal Amount:</b>	US\$1,250,000,000
<b>Price to Public:</b>	100.000% of the principal amount plus accrued interest from June 10, 2016, if settlement occurs after that date.
<b>Gross Proceeds:</b>	US\$1,250,000,000
<b>Annual Interest Rate:</b>	5.875% from June 10, 2016 based upon a 360-day year consisting of twelve 30-day months.
<b>Maturity:</b>	June 10, 2021
<b>Interest Payment Dates:</b>	Interest on the notes will be payable semi-annually on June 10 and December 10 of each year, beginning on December 10, 2016
<b>Yield to Maturity:</b>	5.875%.
<b>Benchmark:</b>	UST 1.375% due May 31, 2021.
<b>Benchmark Treasury Spot and Yield:</b>	100-21 ¾ and 1.234%.
<b>Spread to Treasury:</b>	+ 464.1 bps
<b>Pricing Date:</b>	June 7, 2016
<b>Settlement Date:</b>	June 10, 2016 (T+3)
<b>Expected Ratings*:</b>	Ba3 / BBB- / BBB / BBBL (Moody's / Standard & Poor's / Fitch / DBRS)

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<b>Minimum Denominations:</b>	US\$2,000/US\$1,000
<b>Make-Whole Call Spread:</b>	+ 50 bps
<b>Joint Bookrunners:</b>	Banco Bradesco BBI S.A.  BB Securities Ltd.  HSBC Securities (USA) Inc.  Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Santander Investment Securities Inc.
<b>Format:</b>	SEC-Registered
<b>CUSIP:</b>	91911TAN3
<b>ISIN:</b>	US91911TAN37
<b>Listing:</b>	Application will be made to list the notes on the New York Stock Exchange.

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\*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer and guarantor have filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer and the guarantor have filed with the SEC for more complete information about the issuer, the guarantor and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the underwriters will arrange to send you the prospectus if you request it by calling HSBC Securities (USA) Inc. at +1 (866) 811-8049, Merrill Lynch, Pierce, Fenner & Smith Incorporated at +1 (800) 294-1322, Santander Investment Securities Inc. at +1 (855) 403-3636 (each toll-free in the United States) or, if calling from outside the U.S., by collect calling BB Securities Ltd. at +44 (20) 7367-5800 att. Operations Department or Banco Bradesco BBI S.A. at +1 (212) 888-9145.

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