

RIO TINTO LTD
Form SC14D9C
February 06, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14D-9/C
SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Rio Tinto plc

Rio Tinto Limited

(Name of Subject Company)

Rio Tinto plc

Rio Tinto Limited

(Name of Person(s) Filing Statement)

Ordinary Shares of Rio Tinto plc

American Depositary Shares, each representing 4 Ordinary Shares of Rio Tinto plc

Ordinary Shares of Rio Tinto Limited

(Title of Class of Securities)

Ordinary Shares of Rio Tinto plc (ISIN GB 0007188757)

American Depositary Shares of Rio Tinto plc (CUSIP US767204100)

Ordinary Shares of Rio Tinto Limited (ISIN AU000000RIO1)

(CUSIP Number of Class of Securities)

Ben Mathews

Rio Tinto plc

5 Aldermanbury Square

London EC2V 7HR

United Kingdom

Tel: 011 44 20 7930 2399

Copy to:

Thomas B. Shropshire, Jr.

Linklaters LLP

One Silk Street

London EC2Y 8HQ

United Kingdom

Tel: 011 44 20 7456 2000

(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications

On Behalf of the Person(s) Filing Statement)

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

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ITEM 9. EXHIBITS.

Exhibit	Description
99.1	Rio Tinto s press release noting BHP Billiton s pre-conditional offer, dated February 6, 2008
99.2	Chief executive s communication to Rio Tinto employees, dated February 6, 2008
99.3	Rio Tinto s press release rejecting BHP Billiton s pre-conditional offer, dated February 6, 2008

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