

RIO TINTO LTD
Form SC14D9C
February 11, 2008

**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 four 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)

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(Name, Address, and Telephone Number of Person
Authorized to Receive Notices and Communications
On Behalf of the Person(s) Filing Statement)

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

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| 99.1 | Chairman's letter to shareholders, dated February 11, 2008 |

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