

Vale S.A.  
Form 6-K  
November 17, 2010

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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  
November 2010  
Vale S.A.**

Avenida Graça Aranha, No. 26  
20030-900 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). 82-\_\_.)

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**Vale: public offer to acquire common shares of Vale Fertilizantes**

Rio de Janeiro, November 16 de 2010 Vale S.A. (Vale) announces that its subsidiary Mineração Naque S.A. (offeror) registered with the Comissão de Valores Mobiliários (CVM) a public offer to acquire up to all remaining common shares of the free float of Vale Fertilizantes S.A. (Vale Fertilizantes).

The offering document (Edital) will be published on Thursday, November 18, 2010, and will be available on CVM website [www.cvm.gov.br](http://www.cvm.gov.br), BM&FBOVESPA website [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br), Vale's website [www.vale.com](http://www.vale.com) and Vale Fertilizantes website [www.valefertilizantes.com.br](http://www.valefertilizantes.com.br), along with the other documents of the offer. The public offer auction will take place on Monday, December 20, 2010.

The purchase price of common shares of Vale Fertilizantes in the auction will be equivalent to US\$ 12.0185, to be converted into Brazilian Reais, as disclosed in the offering document. The offer price corresponds to 100% of the price paid by the offeror for the common shares of the controlling group of Vale Fertilizantes, totaling US\$ 3,269,308.43. Other terms and conditions of the public offer will be disclosed in the offering document.

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

Vale S.A.  
(Registrant)

Date: November 16, 2010

By: /s/ Roberto Castello Branco  
Roberto Castello Branco  
Director of Investor Relations