

Vale S.A.
Form 6-K
October 19, 2015
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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

October 2015

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.)

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(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 S PRODUCTION IN 3Q15

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www.vale.com

rio@vale.com

Tel.: (55 21) 3814-4540

Investor Relations Department

Rogério T. Nogueira

André Figueiredo

Carla Albano Miller

Fernando Mascarenhas

Andrea Gutman

Bruno Siqueira

Claudia Rodrigues

Marcio Loures Penna

Mariano Szachtman

Renata Capanema

BM&F BOVESPA: VALE3, VALE5

NYSE: VALE, VALE.P

HKEx: 6210, 6230

EURONEXT PARIS: VALE3, VALE5

LATIBEX: XVALO, XVALP

This press release may include statements that present Vale's expectations about future events or results. All statements, when based upon expectations about the future and not on historical facts, involve various risks and uncertainties. Vale cannot guarantee that such statements will prove correct. These risks and uncertainties include factors related to the following: (a) the countries where we operate, especially Brazil and Canada; (b) the global economy; (c) the capital markets; (d) the mining and metals prices and their dependence on global industrial production, which is cyclical by nature; and (e) global competition in the markets in which Vale operates. To obtain further information on factors that may

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lead to results different from those forecast by Vale, please consult the reports Vale files with the U.S. Securities and Exchange Commission (SEC), the Brazilian Comissão de Valores Mobiliários (CVM), the French Autorité des Marchés Financiers (AMF), and The Stock Exchange of Hong Kong Limited, and in particular the factors discussed under [Forward-Looking Statements](#) and [Risk Factors](#) in Vale's annual report on Form 20-F.

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Production highlights

Rio de Janeiro, October 19, 2015 – Vale S.A. (Vale) reached 88.2 Mt of iron ore production(1) in the third quarter of 2015 (3Q15), representing the highest quarterly production in Vale’s history.

As part of our previously announced strategy, less efficient operations, including beneficiation plants in the Feijão, Jangada, Pico, Fabrica and Brucutu operations, totaling annual capacity of 13 Mt, were shut down in 3Q15. Nonetheless productivity gains in other operations partially offset the production stoppage at the above mentioned beneficiation plants. The iron ore volume acquired from third parties was also reduced in 3Q15.

Production in 9M15 – excluding iron ore acquired from third parties and Samarco’s attributable production – reached the new record of 248.0 Mt, 11.8 Mt higher than in 9M14.

Vale’s pellet production in 9M15, excluding Samarco’s attributable production of 10.7 Mt, was 35.8 Mt – a historical record, driven by the start-up of the Tubarão 8 pellet plant and the good performance of the Oman, Fabrica and Vargem Grande pellet plants.

Nickel production reached 71,600 t in 3Q15, 6.7% higher than in 2Q15 as a result of the better performance of the operations in Indonesia and New Caledonia after the maintenance shutdowns in 2Q15.

Copper production reached 99,300 t in 3Q15, 5.3% lower than in 2Q15 as a result of the planned maintenance shutdowns in Sudbury.

Gold production reached 100,000 oz in 3Q15, the best performance ever for a third quarter, as a result of Salobo’s record production.

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Coal production reached 2.1 Mt in 3Q15, 2.0% higher than in 2Q15, as a result of the good performance of Moatize, which produced 1.322 Mt driven by improvements in the performance of the coal processing plant.

(1) Excluding Samarco's attributable production and iron ore acquired from third parties

Table of Contents**Production summary**

000 metric tons	3Q15	2Q15	3Q14	9M15	9M14	3Q15/2Q15	% change 3Q15/3Q14	9M15/9M14
Iron ore(1)								
Own production	88,225	85,290	85,731	248,038	236,242	3.4%	2.9%	5.0%
TPP(2)	2,514	4,021	2,696	9,430	9,088	-37.5%	-6.8%	3.8%
Total	90,739	89,311	88,427	257,468	245,330	1.6%	2.6%	4.9%
Pellets(1)	12,196	12,237	11,444	35,821	31,323	-0.3%	6.6%	14.4%
Manganese	644	554	654	1,790	1,629	16.4%	-1.4%	9.9%
Coal	2,052	2,012	2,340	5,759	6,335	2.0%	-12.3%	-9.1%
Nickel	71.6	67.1	72.1	208	201	6.7%	-0.7%	3.1%
Copper(3)	99.3	104.9	104.8	311	274	-5.3%	-5.3%	13.5%
Potash	125	111	140	344	345	11.7%	-10.9%	-0.4%
Phosphate rock	1,935	2,114	2,158	6,041	6,212	-8.5%	-10.4%	-2.8%

(1) Excluding Samarco's attributable production.

(2) TPP = Third party purchases

(3) Including Lubambe's attributable production.

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000 metric tons	3Q15	2Q15	3Q14	9M15	9M14	3Q15/2Q15	% change 3Q15/3Q14	9M15/9M14
Northern System	33,889	31,609	32,153	93,019	84,799	7.2%	5.4%	9.7%
Carajás	33,889	31,609	32,153	93,019	84,799	7.2%	5.4%	9.7%
Southeastern System	31,246	29,054	28,714	86,168	81,010	7.5%	8.8%	6.4%
Itabira	9,787	9,419	9,579	26,511	25,861	3.9%	2.2%	2.5%
Minas Centrais	11,187	9,974	8,975	30,060	25,824	12.2%	24.6%	16.4%
Mariana	10,272	9,661	10,159	29,597	29,325	6.3%	1.1%	0.9%
Southern System	22,049	23,346	23,236	65,193	66,139	-5.6%	-5.1%	-1.4%
Paraopeba	6,648	7,567	7,454	19,874	22,056	-12.1%	-10.8%	-9.9%
Vargem Grande	7,554	7,330	6,755	20,772	18,873	3.1%	11.8%	10.1%
Minas Itabirito	7,847	8,449	1.29					

See Notes to Condensed Consolidated Financial Statements.

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Statements of Comprehensive Income

Unaudited

(in millions)	Three Months Ended		Nine Months Ended	
	June 30, 2014	2013	June 30, 2014	2013
Net Income	\$632.1	\$562.1	\$1,780.9	\$1,660.2
Other Comprehensive Income (Loss)				
Net unrealized gains (losses) on investments, net of tax	2.5	(9.0	) (6.0	) (28.0
Currency translation adjustments, net of tax	17.2	(47.7	) 25.2	(82.7
Net unrealized gains (losses) on defined benefit plans, net of tax	0.1	(0.4	) (1.1	) 0.3
Total comprehensive income	651.9	505.0	1,799.0	1,549.8
Less: Comprehensive income attributable to				
Nonredeemable noncontrolling interests	47.4	8.0	23.0	13.1
Redeemable noncontrolling interests	5.8	1.8	14.2	5.9
Comprehensive Income Attributable to Franklin Resources, Inc.	\$598.7	\$495.2	\$1,761.8	\$1,530.8

See Notes to Condensed Consolidated Financial Statements.

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Balance Sheets

Unaudited

(in millions)	June 30, 2014	September 30, 2013
Assets		
Cash and cash equivalents	\$7,604.2	\$6,186.0
Receivables	999.1	1,038.9
Investments (including \$1,833.9 and \$1,892.7 at fair value at June 30, 2014 and September 30, 2013)	2,615.4	2,439.2
Loans receivable, net	3.7	229.7
Assets of consolidated variable interest entities		
Cash and cash equivalents	58.0	44.0
Investments, at fair value	819.4	941.1
Assets of consolidated sponsored investment products		
Cash and cash equivalents	35.4	93.1
Investments, at fair value	1,367.3	1,203.2
Deferred taxes	129.2	112.4
Property and equipment, net	542.1	564.1
Goodwill and other intangible assets, net	2,348.8	2,359.2
Other	169.3	179.4
Total Assets	\$16,691.9	\$15,390.3
Liabilities		
Compensation and benefits	\$435.8	\$444.5
Accounts payable and accrued expenses	302.6	273.7
Commissions	458.0	437.7
Deposits	664.2	586.8
Debt	1,198.1	1,197.7
Debt of consolidated variable interest entities, at fair value	853.2	988.5
Debt of consolidated sponsored investment products	138.9	108.9
Deferred taxes	265.0	272.5
Other	271.5	272.7
Total liabilities	4,587.3	4,583.0
Commitments and Contingencies (Note 9)		
Redeemable Noncontrolling Interests	183.7	121.8

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See Notes to Condensed Consolidated Financial Statements.

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Balance Sheets

Unaudited

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(in millions, except share and per share data)	June 30, 2014	September 30, 2013
Stockholders' Equity		
Preferred stock, \$1.00 par value, 1,000,000 shares authorized; none issued	\$—	\$—
Common stock, \$0.10 par value, 1,000,000,000 shares authorized; 625,454,242 and 630,917,532 shares issued and outstanding at June 30, 2014 and September 30, 2013	62.5	63.1
Retained earnings	11,191.5	9,991.2
Appropriated retained earnings of consolidated variable interest entities	17.1	12.7
Accumulated other comprehensive income	24.2	6.1
Total Franklin Resources, Inc. stockholders' equity	11,295.3	10,073.1
Nonredeemable noncontrolling interests	625.6	612.4
Total stockholders' equity	11,920.9	10,685.5
Total Liabilities, Redeemable Noncontrolling Interests and Stockholders' Equity	\$16,691.9	\$15,390.3
See Notes to Condensed Consolidated Financial Statements.		

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Statements of Cash Flows

Unaudited

(in millions)	Nine Months Ended	
	June 30,	
	2014	2013
Net Income	\$1,780.9	\$1,660.2
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of deferred sales commissions	97.2	102.8
Depreciation and other amortization	72.9	70.5
Stock-based compensation	96.9	86.2
Excess tax benefit from stock-based compensation	(8.1)	(16.0)
Gains on sale of assets	(40.0)	(36.8)
Income from investments in equity method investees	(68.2)	(54.3)
Net gains on other investments of consolidated sponsored investment products	(18.2)	(59.7)
Net (gains) losses of consolidated variable interest entities	(8.1)	30.3
Other	(14.4)	15.6
Changes in operating assets and liabilities:		
Increase in receivables, prepaid expenses and other	(133.7)	(188.2)
Increase in trading securities, net	(77.6)	(70.0)
Increase in trading securities of consolidated sponsored investment products, net	(448.9)	(101.9)
Originations of loans held for sale	(38.3)	—
Proceeds from sale of loans originated for resale	38.4	—
Decrease in accrued compensation and benefits	(11.6)	(8.1)
Increase in commissions payable	20.3	50.8
Increase in income taxes payable	3.4	26.7
Increase in other liabilities	168.0	19.5
Net cash provided by operating activities	1,410.9	1,527.6
Purchase of investments	(205.4)	(222.2)
Liquidation of investments	410.4	444.5
Purchase of investments by consolidated sponsored investment products	(261.2)	(177.7)
Liquidation of investments by consolidated sponsored investment products	125.1	129.1
Purchase of investments by consolidated variable interest entities	(162.1)	(488.9)
Liquidation of investments by consolidated variable interest entities	340.2	519.0
Decrease in loans receivable, net	36.8	7.5
Decrease in loans transferred to held for sale	8.2	—
Proceeds from sale of loans transferred to held for sale	181.3	—
Additions of property and equipment, net	(38.2)	(41.6)
Acquisitions of subsidiaries, net of cash acquired	—	3.9
Increase (decrease) in cash from net consolidation (deconsolidation) of sponsored investment products	(150.8)	4.0
Net cash provided by investing activities	284.3	177.6
Increase in deposits	76.3	42.5
Issuance of common stock	20.4	28.8
Dividends paid on common stock	(215.3)	(821.1)
Repurchase of common stock	(444.4)	(226.4)
Excess tax benefit from stock-based compensation	8.1	16.0
Payments on debt	—	(490.9)

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See Notes to Condensed Consolidated Financial Statements.

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FRANKLIN RESOURCES, INC.

Condensed Consolidated Statements of Cash Flows

Unaudited

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(in millions)	Nine Months Ended	
	June 30,	
	2014	2013
Proceeds from issuance of debt by consolidated sponsored investment products	\$601.6	\$404.8
Payments on debt by consolidated sponsored investment products	(571.9	) (423.1
Payments on debt by consolidated variable interest entities	(160.6	) (143.3
Payments on contingent consideration liability	(4.8) —
Noncontrolling interests	358.3	104.9
Net cash used in financing activities	(332.3	) (1,507.8
Effect of exchange rate changes on cash and cash equivalents	11.6	(16.7
Increase in cash and cash equivalents	1,374.5	180.7
Cash and cash equivalents, beginning of period	6,323.1	6,051.4
Cash and Cash Equivalents, End of Period	\$7,697.6	\$6,232.1
Supplemental Disclosure of Non-Cash Activities		
Contingent consideration liabilities recognized due to acquisitions	\$—	\$92.0
Increase in noncontrolling interests due to acquisition	—	38.2
Supplemental Disclosure of Cash Flow Information		
Cash paid for income taxes	\$767.3	\$622.7
Cash paid for interest	33.1	40.1
Cash paid for interest by consolidated sponsored investment products and consolidated variable interest entities	34.3	42.0
See Notes to Condensed Consolidated Financial Statements.		

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FRANKLIN RESOURCES, INC.

Notes to Condensed Consolidated Financial Statements

June 30, 2014

(Unaudited)

Note 1 – Basis of Presentation

The unaudited interim financial statements of Franklin Resources, Inc. (“Franklin”) and its consolidated subsidiaries (collectively, the “Company”) included herein have been prepared by the Company in accordance with the instructions to Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). Under these rules and regulations, some information and footnote disclosures normally included in financial statements prepared under accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been shortened or omitted. Management believes that all adjustments necessary for a fair statement of the financial position and the results of operations for the periods shown have been made. All adjustments are normal and recurring. These financial statements should be read together with the Company’s audited financial statements included in its Form 10-K for the fiscal year ended September 30, 2013 (“fiscal year 2013”). Certain amounts for the comparative prior fiscal year period have been reclassified to conform to the financial statement presentation as of and for the period ended June 30, 2014.

Note 2 – New Accounting Guidance

Recently Adopted Accounting Guidance

On October 1, 2013, the Company adopted new Financial Accounting Standards Board (“FASB”) guidance that requires an entity to report significant reclassifications out of accumulated other comprehensive income by component either on the face of the financial statements or in the notes. See Note 12 – Accumulated Other Comprehensive Income for the expanded disclosures.

New Accounting Guidance Not Yet Adopted

In May 2014, the FASB issued new guidance that requires use of a single principles-based model for recognition of revenue from contracts with customers. The core principle of the model is that revenue is recognized upon the transfer of promised goods or services to customers in an amount that reflects the expected consideration to be received for the goods or services. The guidance allows for either a full retrospective or modified approach at adoption, and is effective for the Company in the first quarter of the fiscal year ending September 30, 2018. The Company is currently evaluating the impact that the adoption of the guidance will have on its consolidated financial statements.

Note 3 – Stockholders’ Equity and Redeemable Noncontrolling Interests

The changes in total stockholders’ equity and redeemable noncontrolling interests were as follows:

(in millions)	Franklin Resources, Inc. Stockholders’ Equity	Nonredeemable Noncontrolling Interests	Total Stockholders’ Equity	Redeemable Noncontrolling Interests
for the nine months ended June 30, 2014				
Balance at October 1, 2013	\$ 10,073.1	\$ 612.4	\$ 10,685.5	\$ 121.8
Net income	1,743.7	23.0	1,766.7	14.2
Net income reclassified to appropriated retained earnings	4.4	(4.4) —	
Other comprehensive income	18.1		18.1	
Cash dividends on common stock	(226.7	)	(226.7)
Repurchase of common stock	(444.4	)	(444.4)
Noncontrolling interests				
Net subscriptions (redemptions/distributions)		(5.4	) (5.4	) 363.7
Net deconsolidation of sponsored investment products		—	—	(316.0
Other ¹	127.1		127.1)
Balance at June 30, 2014	\$ 11,295.3	\$ 625.6	\$ 11,920.9	\$ 183.7

¹ Primarily relates to stock-based compensation plans.

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(in millions)	Franklin Resources, Inc. Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total Stockholders' Equity	Redeemable Noncontrolling Interests
for the nine months ended June 30, 2013				
Balance at October 1, 2012	\$9,201.3	\$ 559.2	\$9,760.5	\$ 26.7
Net income	1,641.2	13.1	1,654.3	5.9
Net loss reclassified to appropriated retained earnings	(32.3	) 32.3	—	
Other comprehensive loss	(110.4	)	(110.4)
Cash dividends on common stock	(825.5	)	(825.5)
Repurchase of common stock	(226.4	)	(226.4)
Noncontrolling interests				
Net subscriptions		65.1	65.1	39.8
Net consolidation (deconsolidation) of sponsored investment products		4.4	4.4	(41.4
Acquisition		5.4	5.4	32.8
Reclassification		(57.0	) (57.0	) 57.0
Other ¹	131.9		131.9	
Balance at June 30, 2013	\$9,779.8	\$ 622.5	\$10,402.3	\$ 120.8

¹ Primarily relates to stock-based compensation plans.

The reclassification of \$57.0 million of noncontrolling interests from nonredeemable to redeemable during the nine months ended June 30, 2013 relates to a consolidated sponsored investment product (“SIP”) which is redeemable on a monthly basis without restriction.

During the three and nine months ended June 30, 2014, the Company repurchased 2.4 million and 8.3 million shares of its common stock at a cost of \$128.5 million and \$444.4 million under its stock repurchase program. In December 2013, the Company’s Board of Directors authorized the repurchase of up to 30.0 million additional shares of its common stock under the stock repurchase program. At June 30, 2014, 33.0 million shares remained available for repurchase under the program, which is not subject to an expiration date. During the three and nine months ended June 30, 2013, the Company repurchased 2.2 million and 4.9 million shares of its common stock at a cost of \$105.1 million and \$226.4 million.

Note 4 – Earnings per Share

The components of basic and diluted earnings per share were as follows:

(in millions, except per share data)	Three Months Ended June 30,		Nine Months Ended June 30,	
	2014	2013	2014	2013
Net Income Attributable to Franklin Resources, Inc.	\$578.9	\$552.3	\$1,743.7	\$1,641.2
Less: Allocation of earnings to participating nonvested stock and stock unit awards	3.9	4.0	11.2	11.2
Net Income Available to Common Stockholders	\$575.0	\$548.3	\$1,732.5	\$1,630.0
Weighted-average shares outstanding – basic	623.2	633.6	625.8	634.0
Effect of dilutive common stock options and non-participating nonvested stock unit awards	0.4	0.7	0.5	0.9
Weighted-Average Shares Outstanding – Diluted	623.6	634.3	626.3	634.9
Earnings per Share				
Basic	\$0.92	\$0.87	\$2.77	\$2.57
Diluted	0.92	0.86	2.77	2.57

Non-participating nonvested stock unit awards excluded from the calculation of diluted earnings per share because their effect would have been anti-dilutive were 0.1 million for the three and nine months ended June 30, 2014, and nil for the three and nine months ended June 30, 2013.

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Note 5 – Investments

The disclosures below include details of the Company’s investments, excluding those of consolidated variable interest entities (“VIEs”) and consolidated SIPs. See Note 8 – Variable Interest Entities and Consolidated Sponsored Investment Products for information related to the investments held by these entities.

Investments consisted of the following:

(in millions)	June 30, 2014	September 30, 2013
Investment securities, trading	\$1,277.4	\$1,196.7
Investment securities, available-for-sale SIPs	504.9	534.6
Securities of U.S. states and political subdivisions	11.5	23.1
Securities of the U.S. Treasury and federal agencies	0.7	2.3
Mortgage-backed securities – agency residential	18.8	110.9
Other equity securities	6.8	11.3
Total investment securities, available-for-sale	542.7	682.2
Investments in equity method investees	700.5	485.4
Other investments	94.8	74.9
Total	\$2,615.4	\$2,439.2

¹ Consist of U.S. government-sponsored enterprise obligations.

At June 30, 2014 and September 30, 2013, investment securities with aggregate carrying amounts of \$14.7 million and \$28.4 million were pledged as collateral for amounts available in secured Federal Home Loan Bank (“FHLB”) short-term borrowing capacity, \$6.3 million and \$7.1 million were pledged as collateral for the ability to borrow from uncommitted short-term bank lines of credit, and nil and \$82.5 million were pledged as collateral for the ability to borrow from the Federal Reserve Bank (see Note 7 - Debt).

A summary of the gross unrealized gains and losses relating to investment securities, available-for-sale is as follows:

(in millions) as of June 30, 2014	Cost Basis	Gross Unrealized		Fair Value
		Gains	Losses	
SIPs	\$435.5	\$70.7	\$(1.3)	) \$504.9
Securities of U.S. states and political subdivisions	11.1	0.4	—	11.5
Securities of the U.S. Treasury and federal agencies	0.7	—	—	0.7
Mortgage-backed securities – agency residential	18.9	—	(0.1)	) 18.8
Other equity securities	6.6	0.2	—	6.8
Total	\$472.8	\$71.3	\$(1.4)	) \$542.7
(in millions)		Gross Unrealized		