

Companhia Vale do Rio Doce
Form 8-A12B
January 09, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

COMPANHIA VALE DO RIO DOCE
(Exact Name of Registrant as Specified in Its Charter)
FEDERATIVE REPUBLIC OF BRAZIL
**(Jurisdiction of Incorporation
or Organization)**
Avenida Graça Aranha, No. 26

VALE OVERSEAS LIMITED
(Exact Name of Registrant as Specified in Its Charter)
CAYMAN ISLANDS
**(Jurisdiction of Incorporation
or Organization)**

20030-900 Rio de Janeiro, RJ, Brazil
(Address of Principal Executive Offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. O

Securities Act registration statement file numbers to which this form relates: 333-110867; 333-110867-01

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**

6.250% Guaranteed Notes due 2016

**Name of Each Exchange on Which
Each Class is to be Registered**

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrants Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information under the heading "Description of Debt Securities" on pages 7 through 21 of Vale Overseas Limited's (the "Company") Prospectus dated December 12, 2003 (Registration Nos. 333-110867; 333-110867-01), as supplemented by the information under the headings "Risk Factors" "Risks Relating to the Notes" and "Description of Notes" on pages S-21 through S-22 and S-27 through S-34, respectively, of the Company's related Prospectus Supplement, dated January 5, 2006, which information is incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

99 (A). Prospectus dated December 12, 2003 and Prospectus Supplement dated January 5, 2006, incorporated by reference to the Company's filing under Rule 424(b)(5) dated January 6, 2006.

99 (B). Form of Global Note.

99 (C). Indenture among the Company, Companhia Vale do Rio Doce (the "Guarantor") and JPMorgan Chase Bank, N.A., dated as of March 8, 2002, incorporated by reference to Exhibit 4.1 of the Registration Statement on Form F-4 of the Company filed on March 21, 2002 (Registration No. 333-84696; 333-84696-01).

99 (D). Third Supplemental Indenture among the Company, the Guarantor and JPMorgan Chase Bank, N.A., dated as of January 15, 2004.

99 (E). Form of Fifth Supplemental Indenture among the Company, the Guarantor and JPMorgan Chase Bank, N.A..

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA VALE DO RIO DOCE

(Registrant)

By: /s/ Sonia Zagury

Name: Sonia Zagury

Title: Attorney-in-fact

By: /s/ José Alberto Menezes Penedo

Name: José Alberto Menezes Penedo

Title: Attorney-in-fact

VALE OVERSEAS LIMITED

(Registrant)

By: /s/ Sonia Zagury

Name: Sonia Zagury

Title: Attorney-in-fact

By: /s/ José Alberto Menezes Penedo

Name: José Alberto Menezes Penedo

Title: Attorney-in-fact

Date: January 9, 2006

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|---|
| 99 (A). | Prospectus dated December 12, 2003 and Prospectus Supplement dated January 5, 2006, incorporated by reference to the Company's filing under Rule 424(b)(5) dated January 5, 2006. |
| 99 (B). | Form of Global Note. |
| 99 (C). | Indenture among the Company, the Guarantor and JPMorgan Chase Bank, N.A., dated as of March 8, 2002, incorporated by reference to Exhibit 4.1 of the Registration Statement on Form F-4 of the Company filed on March 21, 2002. |
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| 99 (E). | Form of Fifth Supplemental Indenture among the Company, the Guarantor and JPMorgan Chase Bank, N.A.. |