

Vale S.A.  
Form 6-K  
December 05, 2013  
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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**

**December 2013**

**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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LISTED COMPANY

CORPORATE TAX CODE (CNPJ) # 33,592,510/0001-54

BOARD OF TRADE REGISTRATION (NIRE) # 33,300,019,766

**THE MINUTES OF THE ORDINARY BOARD OF DIRECTORS MEETING OF VALE**

**HELD ON NOVEMBER 28, 2013.**

On November 28, 2013, at 9:30 am, met, ordinarily, at the Company's head office, at Avenida Graça Aranha, 26, 19th floor, Rio de Janeiro, Messrs. Dan Conrado – Chairman, Marcel Juvinião Barros, Robson Rocha, Renato da Cruz Gomes, José Mauro Mettrau Carneiro da Cunha, João Batista Cavaglieri and the alternates, Messrs. Hayton Jurema da Rocha, Luiz Maurício Leuzinger and Eduardo de Oliveira Rodrigues Filho and also Mr. Clovis Torres, as Secretary, having unanimously resolved upon the following: **3.1.22 EXTERNAL AUDITORS TRIENNIUM 2014-2016** The Board of Directors, based on the Fiscal Council's recommendation, resolved to select KPMG Independent Auditors to render professional services related to the audit of Vale and its subsidiaries' financial statements, either in Brazil and abroad, as well as the certification of Vale's internal controls (SOX §404), for the fiscal years of 2014 up to 2016 (...). I hereby attest that the deliberations above were excerpted from the Minutes taken from the Registry of the Minutes of the Board of Directors Meetings of the Company.

Rio de Janeiro, November 28, 2013.

Clovis Torres

Secretary

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**To**  
**Comissão de Valores Mobiliários**  
Sete de Setembro Street, 111 33floor  
Rio de Janeiro, RJ

At.: Mr. Fernando Soares Vieira  
  
Enterprise Relations Superintendent  
  
Mr. José Carlos Bezerra da Silva  
  
Account Standard and Auditing Superintendent  
  
Subject: Independent Auditor change Instruction CVM nº 308/99

Rio de Janeiro, December 4, 2013.

DICT/EXT-024/2013

Dears Mister,

We inform that Vale S.A Board of Directors, in a meet realized on November 28 2013, approved hiring KPMG Independent Auditor, to provide audit services to the financial statements for a period of three years from 2014 exercise. The mentioned services will start from the revision of the quarterly reporting (QR) ended June 30, 2014.

The hiring is to attend the article 31 of CVM 308/99 Instruction, which determines change in independent audit firm each five years, and it had the consent of ours actual auditors, PricewaterhouseCoopers Independent Auditors.

We are at your disposal to further informations through our Investor Relations Department

Sincerely yours,

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Luciano Siani Pires

Chief Financial Officer

Vale S.A.

Tel.: (21) 3814-8888 Fax.: (21) 3814-4611

Av.: Graça Aranha, 26 - 14º andar, Centro

20030-900 Rio de Janeiro RJ Brasil

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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.

Date: December 5, 2013

By:

Vale S.A.  
(Registrant)

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