

Vale S.A.
Form SC 13G/A
March 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Vale Preferred Cl A

(Name of Issuer)

American Depository Receipt

(Title of Class of Securities)

91912E204

(CUSIP Number)

December 31, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 91912E204

NAME OF REPORTING PERSON
Aberdeen Asset Management PLC

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
Aberdeen Asset Management PLC
CHECK THE APPROPRIATE BOX IF
2 A MEMBER OF A GROUP
(a)
(b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Aberdeen, Scotland

NUMBER OF 5 SOLE VOTING POWER
SHARES 123,746,813
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 149,420,417
PERSON WITH 8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
156,956,731

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.44%

12 TYPE OF REPORTING PERSON
IA

CUSIP No.: 91912E204

ITEM 1(a). NAME OF
ISSUER:
Vale SA-SP
ADR

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE

OFFICES:

12 andar, Av.
Graca Aranha,
#26, Centro
Rio de Janeiro,
20.030-900
Brazil

NAME OF

ITEM 2(a). PERSON

FILING:

Aberdeen Asset
Management
PLC

**ADDRESS OF
PRINCIPAL**

**ITEM 2(b). BUSINESS
OFFICE OR,
IF NONE,
RESIDENCE:**

10 Queens
Terrace,
Aberdeen,
Scotland

ITEM 2(c). CITIZENSHIP:

Aberdeen,
Scotland

TITLE OF

**ITEM 2(d). CLASS OF
SECURITIES:**

American
Depository
Receipt

**ITEM 2(e). CUSIP
NUMBER:**

91912E204

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
(k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
156,956,731
(b) Percent of class:
7.44%
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote:
123,746,813
(ii) Shared power to vote or to direct the vote:
0
(iii) Sole power to dispose or to direct the disposition of:
149,420,417
(iv) Shared power to dispose or to direct the disposition of:
0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 12, 2013

Date

Aberdeen Asset Management PLC
/s/ Aileen Strachan

Signature

Aileen Strachan, CCO-Advisor

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).