

Vale S.A.
Form 6-K
April 30, 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

April, 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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Interim Financial Statements

March 31, 2015

IFRS

Filed with the CVM, SEC and HKEx on

April 30, 2015

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Vale S.A.

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Report of independent registered public accounting firm

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Report of independent registered public accounting firm

To the Board of Directors and Stockholders of

Vale S.A.

Rio de Janeiro - RJ

We have reviewed the accompanying condensed consolidated balance sheet of Vale S.A. (the Company) and its subsidiaries as of March 31, 2015 and the related condensed consolidated statements of loss, comprehensive loss, changes in stockholders' equity and cash flows for the three-month period then ended. These condensed consolidated financial statements are responsibility of Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express an audit opinion.

Based on our review, we are not aware of any material modification that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with the International Financial Reporting Standards (IFRS) as issued by the International

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Accounting Standards Board (IASB).

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Vale S.A. and its subsidiaries as of December 31, 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the year then ended, and in our report dated February 25, 2015, we expressed an unqualified opinion on those consolidated financial statements.

The condensed consolidated financial statement of the Company for the quarter ended March 31, 2014 presented for comparison purposes, were reviewed by other independent auditors, who issued an unqualified report dated April 30, 2014.

KPMG Auditores Independentes

Rio de Janeiro, Brazil

April 29, 2015

KPMG Auditores Independentes, uma sociedade simples brasileira e firma-membro da rede KPMG de firmas-membro independentes e afiliadas à KPMG International Cooperative (KPMG International), uma entidade suíça.

KPMG Auditores Independentes, a Brazilian entity and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative (KPMG International), a Swiss entity.

Table of Contents**Condensed Consolidated Balance Sheet**

In millions of United States dollars

	Notes	March 31, 2015 (unaudited)	December 31, 2014
Assets			
Current assets			
Cash and cash equivalents	8	3,684	3,974
Financial investments		1	148
Derivative financial instruments	23	189	166
Accounts receivable	9	2,291	3,275
Related parties	30	522	579
Inventories	10	4,064	4,501
Prepaid income taxes		1,284	1,581
Recoverable taxes	11	1,548	1,700
Others		740	670
		14,323	16,594
Non-current assets held for sale			
	6	3,380	3,640
		17,703	20,234
Non-current assets			
Related parties	30	23	35
Loans and financing		217	229
Judicial deposits	17(c)	1,102	1,269
Recoverable income taxes		455	478
Deferred income taxes	19	4,374	3,976
Recoverable taxes	11	434	401
Derivative financial instruments	23	34	87
Others		662	705
		7,301	7,180
Investments	12	3,812	4,133
Intangible assets, net	13	6,026	6,820
Property, plant and equipment, net	14	69,708	78,122
		86,847	96,255
Total		104,550	116,489

Table of Contents**Condensed Consolidated Balance Sheet**

In millions of United States dollars

(continued)

	Notes	March 31, 2015 (unaudited)	December 31, 2014
Liabilities			
Current liabilities			
Suppliers and contractors		3,429	4,354
Payroll and related charges		526	1,163
Derivative financial instruments	23	904	1,416
Loans and financing	15	3,195	1,419
Related parties	30	267	306
Income taxes - Settlement program	18	388	457
Taxes payable and royalties		471	550
Provision for income taxes		171	353
Employee postretirement obligations	20(a)	68	67
Asset retirement obligations	16	124	136
Others		339	405
		9,882	10,626
Liabilities associated with non-current assets held for sale	6	144	111
		10,026	10,737
Non-current liabilities			
Derivative financial instruments	23	2,496	1,610
Loans and financing	15	25,292	27,388
Related parties	30	90	109
Employee postretirement obligations	20(a)	2,121	2,236
Provisions for litigation	17(a)	1,087	1,282
Income taxes - Settlement program	18	4,876	5,863
Deferred income taxes	19	3,099	3,341
Asset retirement obligations	16	2,888	3,233
Participative stockholders' debentures	29(c)	1,165	1,726
Redeemable noncontrolling interest		196	243
Deferred revenue - Gold stream	28	1,841	1,323
Others		1,056	1,077
		46,207	49,431
Total liabilities		56,233	60,168
Stockholders' equity			
Preferred class A stock - 7,200,000,000 no-par-value shares authorized and 2,027,127,718 shares issued	24	23,089	23,089

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Common stock 3,600,000,000 no-par-value shares authorized and 3,217,188,402 shares issued	38,525	38,525
Treasury stock 59,405,792 preferred and 31,535,402 common shares	(1,477)	(1,477)
Results from operations with noncontrolling stockholders	(451)	(449)
Results on conversion of shares	(152)	(152)
Unrealized fair value gain (losses)	(1,547)	(1,713)
Cumulative translation adjustments	(24,393)	(22,686)
Profit reserves	13,575	19,985
Total company stockholders equity	47,169	55,122
Noncontrolling stockholders interests	1,148	1,199
Total stockholders equity	48,317	56,321
Total liabilities and stockholders equity	104,550	116,489

The accompanying notes are an integral part of these interim financial statements.

Table of Contents**Condensed Consolidated Statement of Income**

In millions of United States dollars, except as otherwise stated

	Notes	Three-months period ended (unaudited)	
		March 31, 2015	March 31, 2014
Net operating revenue	25(c)	6,240	9,503
Cost of goods sold and services rendered	26(a)	(5,168)	(5,590)
Gross profit		1,072	3,913
Operating (expenses) income			
Selling and administrative expenses	26(b)	(195)	(282)
Research and evaluation expenses		(119)	(145)
Pre operating and stoppage operation		(264)	(248)
Other operating expenses, net	26(c)	46	(217)
		(532)	(892)
Gain on measurement or sale of non-current assets	6	193	
Operating income		733	3,021
Financial income	27	2,350	1,339
Financial expenses	27	(6,860)	(1,190)
Equity results from joint ventures and associates	12	(271)	195
Results on sale or disposal of investments from joint ventures and associates	6	18	
Net income (loss) before income taxes		(4,030)	3,365
Income taxes			
	19		
Current tax		(70)	(928)
Deferred tax		930	(61)
		860	(989)
Net income (loss)		(3,170)	2,376
Loss attributable to noncontrolling interests		(52)	(139)
Net income (loss) attributable to the Company's stockholders		(3,118)	2,515
Earnings per share attributable to the Company's stockholders:			
Basic and diluted earnings per share:			
	24(b)		
Preferred share (USD)		(0.61)	0.49
Common share (USD)		(0.61)	0.49

The accompanying notes are an integral part of these interim financial statements.

Table of Contents**Condensed Consolidated Statement of Comprehensive Income**

In millions of United States dollars

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Net income (loss)	(3,170)	2,376
Other comprehensive income		
Items that will not be reclassified subsequently to income		
Cumulative translation adjustments	(9,494)	2,311
Retirement benefit obligations		
Gross balance for the period	(101)	24
Effect of taxes	50	(3)
Equity results from joint ventures and associates, net taxes		1
	(51)	22
Total items that will not be reclassified subsequently to income	(9,545)	2,333
Items that will be reclassified subsequently to income		
Cumulative translation adjustments		
Gross balance for the period	4,593	(1,765)
Cash flow hedge		
Gross balance for the period	260	(4)
Effect of taxes		3
Equity results from joint ventures and associates, net taxes	(2)	
Transfer of realized results to income, net of taxes	(145)	(16)
	113	(17)
Total of items that will be reclassified subsequently to income	4,706	(1,782)
Total comprehensive income (loss)	(8,009)	2,927
Comprehensive loss attributable to noncontrolling interests	(58)	(141)
Comprehensive income (loss) attributable to the Company's stockholders	(7,951)	3,068
	(8,009)	2,927

The accompanying notes are an integral part of these interim financial statements.

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Condensed Consolidated Statement of Changes in Stockholders' Equity

In millions of United States dollars

	Three-months period ended							Retained earnings	Total Company stockholders' equity	Noncontrolling stockholders' interests	Total stockholders' equity
	Capital	Results on conversion of shares	Results from operation with noncontrolling stockholders	Profit reserves	Treasury stocks	Unrealized fair value gain (losses)	Cumulative translation adjustments				
December 31, 2013	60,578	(152)	(400)	29,566	(4,477)	(1,202)	(20,588)		63,325	1,611	64,936
Net income (loss)								2,515	2,515	(139)	2,376
Other comprehensive income:											
Retirement benefit obligations						22			22		
Cash flow hedge Translation adjustments						(17)			(17)		
				1,040		(22)	(566)	96	548	(2)	558
Contribution and distribution to stockholders:											
Capitalization of noncontrolling stockholders advances										38	
Dividends of noncontrolling stockholders										(2)	
March 31, 2014 (unaudited)	60,578	(152)	(400)	30,606	(4,477)	(1,219)	(21,154)	2,611	66,393	1,506	67,899
	Three-months period ended							Retained earnings	Total Company stockholders' equity	Noncontrolling stockholders' interests	Total stockholders' equity
	Capital	Results on conversion of shares	Results from operation with noncontrolling stockholders	Profit reserves	Treasury stocks	Unrealized fair value gain (losses)	Cumulative translation adjustments				
December 31, 2014	61,614	(152)	(449)	19,985	(1,477)	(1,713)	(22,686)		55,122	1,199	56,321

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Loss									(3,118)	(3,118)	(52)	(3,118)
Other comprehensive income:												
Retirement benefit obligations									(51)	(51)		
Cash flow hedge									113	113		
Translation adjustments			(3,437)						104	(1,707)	145	(4,895)
Contribution and distribution to stockholders:												
Acquisitions and disposal of participation of noncontrolling stockholders			(2)								(2)	2
Capitalization of noncontrolling stockholders advances												7
Dividends of noncontrolling stockholders												(2)
March 31, 2015 (unaudited)	61,614	(152)	(451)	16,548	(1,477)	(1,547)	(24,393)	(2,973)	47,169	1,148	48,317	48,317

The accompanying notes are an integral part of these interim financial statements.

Table of Contents**Condensed Consolidated Statement of Cash Flow**

In millions of United States dollars

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Cash flow from operating activities:		
Net income (loss)	(3,170)	2,376
Adjustments for:		
Equity results from joint ventures and associates	271	(195)
Gain on measurement or sale of non-current assets	(211)	
Gain on disposal of property, plant and equipment and intangibles	(215)	
Depreciation, amortization and depletion	1,035	1,026
Deferred income taxes	(930)	61
Foreign exchange and indexation, net	3,290	(311)
Unrealized derivative losses, net	803	(195)
Participative stockholders' debentures	(275)	22
Others	(348)	9
Decrease (increase) in assets:		
Accounts receivable	817	1,822
Inventories	189	(811)
Recoverable taxes	(149)	765
Others	(59)	53
Increase (decrease) in liabilities:		
Suppliers and contractors	(387)	20
Payroll and related charges	(567)	(594)
Taxes and contributions	148	(99)
Deferred revenue - Gold stream	532	
Income taxes - Settlement program	35	47
Others	(278)	86
Net cash provided by operating activities	531	4,082
Cash flow from investing activities:		
Financial investments redeemed	145	1
Loans and advances granted	(5)	(97)
Guarantees and deposits granted	(26)	(32)
Additions to investments	(10)	(121)
Acquisition of subsidiary (note 7(b))	(90)	
Additions to property, plant and equipment and intangible	(2,200)	(2,383)
Dividends and interest on capital received from joint ventures and associates	27	11
Proceeds from disposal of assets and investments	107	
Proceeds from gold stream transaction	368	
Net cash used in investing activities	(1,684)	(2,621)

Cash flow from financing activities:		
Loans and financing		
Additions	1,342	651
Repayments	(301)	(293)
Repayments to stockholders:		
Dividends and interest on capital attributed to noncontrolling interest	(3)	
Net cash provided by (used in) financing activities	1,038	358
Increase (decrease) in cash and cash equivalents	(115)	1,819
Cash and cash equivalents in the beginning of the period	3,974	5,321
Effect of exchange rate changes on cash and cash equivalents	(175)	42
Cash and cash equivalents at end of the period	3,684	7,182
Cash paid during the period for (i):		
Interest on loans and financing	(471)	(453)
Income taxes	(244)	(159)
Income taxes - Settlement program	(106)	(118)
Derivatives settlement	(657)	17
Non-cash transactions:		
Additions to property, plant and equipment - interest capitalization	196	15

(i) Amounts paid are classified as cash flows from operating activities.

The accompanying notes are an integral part of these interim financial statements.

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Selected Notes to Interim Financial Statements

Expressed in millions of United States dollar, unless otherwise stated

1. Corporate information

Vale S.A. (the Parent Company) is a public company headquartered at 26, Av. Graça Aranha, Rio de Janeiro, Brazil with securities traded on the stock exchanges of São Paulo (BM&F BOVESPA), New York (NYSE), Paris (NYSE Euronext) and Hong Kong (HKEx).

Vale S.A. and its direct and indirect subsidiaries (Vale , Group or Company) are principally engaged in the research, production and sale of iron ore and pellets, nickel, fertilizer, copper, coal, manganese, ferroalloys, cobalt, platinum group metals and precious metals. The Company also operates in the segments of energy and steel. The information by segment is presented in note 25.

2. Summary of the main accounting practices and accounting estimates

a) Basis of presentation

The condensed consolidated interim financial statements of the Company (interim financial statements) have been prepared in accordance with IAS 34 Interim Financial Reporting of the International Financial Reporting Standards (IFRS) as adopted by the International Accounting Standards Board (IASB).

The interim financial statements have been prepared under the historical cost convention as adjusted to reflect: (i) the fair value of held for trading financial instruments measured at fair value through the statement of income or available-for-sale financial instruments measured at fair value through the statement of comprehensive income; and (ii) impairment of assets.

These interim financial statements have been reviewed, not audited. However, principles, estimates, accounting practices, measurement methods and standards adopted are consistent with those presented on the financial statements for the year ended December 31, 2014. These interim financial statements were prepared by Vale to update users about relevant information presented in the period and should be read in conjunction

with the financial statements for the year ended December 31, 2014.

The Company evaluated subsequent events through April 29, 2015, which is the date the interim financial statements were approved by the Board of Directors.

b) Functional currency and presentation currency

The interim financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency), which in the case of the Parent Company is the Brazilian Real (BRL or R\$). For presentation purposes, these interim financial statements are presented in United States dollar (USD or US\$) as the Company believes that this is how international investors analyze the interim financial statements.

Operations in other currencies are translated into the functional currency using the actual exchange rates in force on the respective transactions dates. The foreign exchange gains and losses resulting from the translation at the exchange rates in force at the end of the period are recognized in the statement of income as financial expense or financial income. The exceptions are transactions for which gains and losses are recognized in the comprehensive income.

The statement of income and balance sheet of the Group's entities which functional currency is different from the presentation currency are translated into the presentation currency as follows: (i) assets, liabilities and stockholders' equity (except components described in item (iii)) are translated at the closing rate at the balance sheet date; (ii) income and expenses are translated at the average exchange rates, except for specific transactions that, considering their significance, are translated at the rate at the transaction date and; (iii) capital, capital reserves and treasury stock are translated at the rate at the date of each transaction. All resulting exchange differences are recognized in comprehensive income as cumulative translation adjustment, and transferred to the statement of income when the operations are realized.

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The exchange rates of the major currencies that impact the operations are:

	Exchange rates used for conversions into Brazilian reais			
	Closing rate as of March 31, 2015 (unaudited)	December 31, 2014	Average rate for the three-months period ended March 31, 2015 (unaudited)	March 31, 2014 (unaudited)
US dollar (US\$)	3.2080	2.6562	2.8702	2.3652
Canadian dollar (CAD)	2.5292	2.2920	2.3120	2.1456
Australian dollar (AUD)	2.4464	2.1765	2.2543	2.1222
Euro (EUR or)	3.4457	3.2270	3.2212	3.2399

3. Critical accounting estimates and judgment

The critical accounting estimates and judgment are the same as those adopted when preparing the financial statements for the year ended December 31, 2014.

4. Accounting standards issued but not yet effective

The standards and interpretations issued by IASB but not yet effective are disclosed below:

IFRS 9 Financial instruments - In July 2014 the IASB issued IFRS 9 Financial instruments, sets out the requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This Standard replaces IAS 39 Financial Instruments: Recognition and Measurement. The adoption will be required from January 1, 2018 and the Company is currently analyzing potential impacts regarding this pronouncement on the financial statements.

IFRS 15 Revenue from contracts with customers - In May 2014 the IASB issued IFRS 15 statement - Revenue from Contracts with customers, sets out the requirements for revenue recognition that apply to all contracts with customer (except for contracts that are within the scope of the Standards on leases, insurance contracts and financial instruments), and replaces the current pronouncements IAS 18 - revenue, IAS 11 - Construction contracts and interpretations related to revenue recognition. The principle core in that framework is that a company should recognize revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The adoption will be required from January 1, 2017 and the Company is currently analyzing potential impacts regarding this pronouncement on the financial statements.

5. **Risk management**

There was no significant change in relation to risk management policies disclosed in the financial statements for the year ended December 31, 2014.

6. **Non-current assets and liabilities held for sale**

	March 31, 2015 Nacala (unaudited)	Energy	December 31, 2014 Nacala	Total
Non-current assets held for sale				
Accounts receivable	5		8	8
Other current assets	169		157	157
Investments		88		88
Property, plant and equipment, net	3,206	477	2,910	3,387
Total assets	3,380	565	3,075	3,640
Liabilities associated with non-current assets held for sale				
Suppliers and contractors	128		54	54
Other current liabilities	16		57	57
Total liabilities	144		111	111
Net assets held for sale	3,236	565	2,964	3,529

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Nacala logistic corridor (Nacala)

In December 2014, the Company signed an agreement with Mitsui & Co., Ltd. (Mitsui) to sell 50% of its stake of 70% in the Nacala corridor, Nacala is a combination of railroad and port concessions under construction located in Mozambique and Malawi.

After completion of the transaction, Vale will share control of Nacala with Mitsui and therefore will not consolidate the assets, liabilities and results of those entities. The net asset was transferred to assets held for sale with no impact in the statement of income.

Energy generation assets

In December 2013, the Company signed agreements with CEMIG Geração e Transmissão S.A. (CEMIG GT), as follows:

(a) A new entity Aliança Norte Participações S.A., was incorporated and Vale contributed its 9% investment in Norte Energia S.A. (Norte Energia), which is the company in charge of construction and operation of the Belo Monte Hydroelectric facility. Vale committed to sell 49% and share control of the new entity to CEMIG GT. In the first quarter of 2015, after receiving all regulatory approvals and other customary precedent conditions the Company concluded the transaction and received cash proceeds of US\$97, recognizing US\$18 as a result on sale of investment in associates in the income statement.

(b) A new entity Aliança Geração de Energia S.A. (Aliança Geração) was incorporated and Vale committed to contribute its shares over several power generation assets which use to supply energy for the Company's operations. In exchange CEMIG GT committed to contribute its stakes in some of its power generation assets. In the first quarter of 2015, after receiving all regulatory approvals and other customary precedent conditions, the exchange of assets was completed and Vale holds 55% and shares control of the new entity with CEMIG GT. A long term contract was signed between Vale and Aliança Geração for the energy supply. Due to the completion of this transaction, the Company (i) derecognized the assets held for sale related to this transaction; (ii) recognized as investment its share in the joint venture Aliança Geração; and (iii) recognized US\$193 in the income statement as a gain on measurement or sales of non-current asset based on the fair value of the transferred by CEMIG GT. This transaction has no cash proceeds or disbursements.

7. Acquisitions and divestitures

a) **Divestiture of VBG-Vale BSGR Limited (VBG)**

VBG is the holding company which held the Simandou mining rights located in Guinea. In April 2014, the Government of Guinea revoked VBG mining rights, without any finding of wrongdoing on the part of Vale. During 2014, as a result of the loss of the mining rights, Vale recognized full impairment of the assets related to VBG. During the first quarter of 2015, the Company sold its stake on VBG to its partner in the project and kept its right to any recoverable amount it may derive from the Simandou project by the partner. The transaction had no impact in cash or in the statement of income.

b) **Acquisition of Facon Construção e Mineração S.A. (Facon)**

During the first quarter of 2015, the Company acquired all shares of Facon, a wholly owned subsidiary of Fagundes Construção e Mineração S.A. (FCM). FCM is a logistic service provider for Vale Fertilizantes S.A. The Facon business was carved out from FCM with assets and liabilities directly related to the Vale Fertilizantes S.A. business being transferred to it. The purchase price allocation based on the fair values of acquired assets and liabilities was calculated on studies performed by the Company. Subsequently, Facon was merged to Vale Fertilizantes S.A.

Purchase price	90
Book value of property, plant and equipment	77
Book value of other assets acquired and liabilities assumed, net	(69)
Adjustment to fair value of property, plant and equipment and mining rights	43
Goodwill	39

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	March 31, 2015 (unaudited)	December 31, 2014
Cash and bank deposits	2,347	2,109
Short-term investments	1,337	1,865
	3,684	3,974

Cash and cash equivalents includes cash, immediately redeemable deposits and short-term investments with an insignificant risk of changes in value and readily convertible to cash, part in Brazilian Real, indexed to the Brazilian Interbank Interest rate (DI Rate or CDI) and part denominated in US dollar, mainly time deposits.

9. Accounts receivable

	March 31, 2015 (unaudited)	December 31, 2014
Ferrous minerals	1,309	2,155
Coal	104	122
Base metals	733	777
Fertilizers	162	136
Others	57	172
	2,365	3,362
Provision for doubtful debts	(74)	(87)
	2,291	3,275

Accounts receivable related to the steel sector represented 74.17% and 77.97% of total receivables on March 31, 2015 and December 31, 2014, respectively.

No individual customer represents over 10% of receivables or revenues.

The provision for doubtful debts recorded in the consolidated statement of income as at March 31, 2015 and 2014 totaled US\$2 and US\$23, respectively. The Company recognized write-offs as at March 31, 2015 and 2014 in the amount of US\$0 and US\$2, respectively.

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Inventories are comprised as follows:

	March 31, 2015 (unaudited)	December 31, 2014
Inventories of products		
Ferrous minerals		
Iron ore	936	1,110
Pellets	81	187
Manganese and ferroalloys	55	69
	1,072	1,366
Coal	144	155
Base metals		
Nickel and other products	1,319	1,435
Copper	29	26
	1,348	1,461
Fertilizers		
Potash	17	12
Phosphates	337	309
Nitrogen	15	23
	369	344
Other products	5	4
Total of inventories of products	2,938	3,330
Inventories of consumables	1,126	1,171
Total	4,064	4,501

As of March 31, 2015 consolidated inventories are stated net of provisions for nickel and coal products in the amount of US\$42 (US\$19 as of December 31, 2014) and US\$325 (US\$285 as of December 31, 2014), respectively.

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Inventories of products		
Balance at beginning of the period	3,330	2,896
Production and acquisition	4,590	4,958
Transfer from inventories of consumables	705	810

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Cost of goods sold	(5,022)	(5,326)
Provision for market value adjustment	(63)	(14)
Translation adjustments	(602)	122
Balance at end of the period	2,938	3,446

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Inventories of consumables		
Balance at beginning of the period	1,171	1,229
Acquisition	858	844
Transfer to inventories of products	(705)	(810)
Transfer to held for sale	(1)	
Translation adjustments	(197)	45
Balance at end of the period	1,126	1,308

Table of Contents**11. Recoverable taxes**

The recoverable taxes, net of provision for losses on tax credits, are as follows:

	March 31, 2015 (unaudited)	December 31, 2014
Value-added tax	1,002	1,057
Brazilian federal contributions	952	1,010
Others	28	34
Total	1,982	2,101
Current	1,548	1,700
Non-current	434	401
Total	1,982	2,101

12. Investments

The changes of investments in associates and joint ventures are as follow:

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Balance at beginning of the period	4,133	3,584
Aquisitions (i)	579	
Additions	10	121
Transfer due to acquisition of control		79
Translation adjustment	(605)	122
Equity results on statement of income	(271)	195
Equity results on statement of comprehensive income	(2)	1
Dividends declared	(27)	(42)
Transfer to held for sale	(5)	
Transfer to held for sale - VLI S.A.		1,255
Balance at end of the period	3,812	5,315

(i) Refers to Aliança Geração de Energia S.A., see note 6.

Table of Contents**Investments (Continued)**

Joint ventures and associates	% ownership	% voting capital	Investments As of		Equity results Three-months period ended (unaudited)		Received dividends (unaudited)	
			March 31, 2015	December 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Ferrous minerals								
Baovale Mineração S.A. Companhia	50.00	50.00	15	16	1	1		
Coreano-Brasileira de Pelotização Companhia	50.00	50.00	74	86	4	8		
Hispano-Brasileira de Pelotização (i) Companhia	50.89	51.00	64	80	4	3	13	11
Companhia Ítalo-Brasileira de Pelotização (i) Companhia	50.90	51.00	43	61	5	4	13	
Companhia Nipo-Brasileira de Pelotização (i) Companhia	51.00	51.11	128	142	11	13		
Minas da Serra Geral S.A.	50.00	50.00	17	20		1		
MRS Logística S.A.	47.59	46.75	431	510	9	14		
Samarco Mineração S.A.	50.00	50.00	2	200	(173)	174		
VLI S.A.	37.61	37.61	908	1,109	(3)			
Zhuhai YPM Pellet Co.	25.00	25.00	21	24				
Others						(1)		
			1,703	2,248	(142)	217	26	11
Coal								
Henan Longyu Energy Resources Co., Ltd.	25.00	25.00	356	355		12		
Base metals								
Korea Nickel Corp.	25.00	25.00	19	21	(1)	(1)		
Teal Minerals Inc.	50.00	50.00	189	194	(4)	(5)		
			208	215	(5)	(6)		
Others								
Aliança Geração de Energia S.A.	55.00	55.00	568		1			
Aliança Norte Energia Participações S.A.	51.00	51.00	82		2			
California Steel Industries, Inc.	50.00	50.00	179	184	(5)	2		
Companhia Siderúrgica do Pecém (ii) Companhia	50.00	50.00	488	725	(120)	(3)		
Mineração Rio Grande do Norte S.A.	40.00	40.00	72	91	(3)	6		
Norte Energia S.A. (ii) (iii) Companhia				91				
Thyssenkrupp Companhia Siderúrgica do Atlântico	26.87	26.87	154	205		(18)		

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Ltd.						
Others	2	19	1	(15)	1	
	1,545	1,315	(124)	(28)	1	
Total	3,812	4,133	(271)	195	27	11

(i) Although the Company held majority of the voting capital, the entities are accounted under equity method due to existing veto rights held by other stockholders.

(ii) Pre-operational stage.

(iii) The Company's interest in Norte Energia S.A. is indirectly owned by Aliança Norte Energia Participações S.A. (note 6).

Table of Contents**13. Intangible assets**

	March 31, 2015 (unaudited)			December 31, 2014		
	Cost	Amortization	Net	Cost	Amortization	Net
Indefinite useful life						
Goodwill	3,394		3,394	3,760		3,760
Finite useful life						
Concessions	2,925	(1,033)	1,892	3,421	(1,208)	2,213
Right of use	466	(209)	257	518	(221)	297
Software	1,189	(706)	483	1,356	(806)	550
	4,580	(1,948)	2,632	5,295	(2,235)	3,060
Total	7,974	(1,948)	6,026	9,055	(2,235)	6,820

The table below shows the changes of intangible assets:

	Three-months period ended (unaudited)				
	Goodwill	Concessions	Right of use	Software	Total
Balance on December 31, 2013	4,140	1,907	253	571	6,871
Additions		184		5	189
Disposals		(3)			(3)
Amortization		(45)	(7)	(14)	(66)
Translation adjustment	36	73	(5)	(1)	103
Balance on March 31, 2014 (unaudited)	4,176	2,116	241	561	7,094

	Three-months period ended (unaudited)				
	Goodwill	Concessions	Right of use	Software	Total
Balance on December 31, 2014	3,760	2,213	297	550	6,820
Additions		122		74	196
Disposals		(13)			(13)
Amortization		(42)	(11)	(44)	(97)
Translation adjustment	(405)	(388)	(29)	(97)	(919)
Acquisition of subsidiary (note 7(b))	39				39
Balance on March 31, 2015 (unaudited)	3,394	1,892	257	483	6,026

Table of Contents**14. Property, plant and equipment**

	March 31, 2015 (unaudited)			December 31, 2014		
	Cost	Accumulated Depreciation	Net	Cost	Accumulated Depreciation	Net
Land	923		923	1,069		1,069
Buildings	13,766	(2,424)	11,342	14,144	(2,490)	11,654
Facilities	14,637	(4,817)	9,820	15,749	(4,936)	10,813
Equipment	13,711	(4,745)	8,966	14,381	(5,094)	9,287
Mineral properties	18,288	(5,613)	12,675	20,965	(6,036)	14,929
Others	13,851	(3,870)	9,981	14,888	(3,934)	10,954
Construction in progress	16,001		16,001	19,416		19,416
	91,177	(21,469)	69,708	100,612	(22,490)	78,122

Property, plant and equipment (net book value) pledged as guarantees for judicial claims on March 31, 2015 and December 31, 2014 were to US\$51 and US\$63, respectively.

The table below shows the movement of property, plant and equipment:

	Three-months period ended							Total
	Land	Building	Facilities	Equipment	Mineral properties	Others	Constructions in progress	
Balance on December 31, 2013	945	7,785	10,937	8,404	16,276	10,519	26,799	81,665
Additions (i)							2,209	2,209
Disposals		(10)	(3)	(4)	(58)	(29)	(19)	(123)
Depreciation and amortization		(76)	(267)	(304)	(222)	(185)		(1,054)
Translation adjustment	100	192	115	28	(98)	513	215	1,065
Transfers	58	293	1,732	283	300	301	(2,967)	
Balance on March 31, 2014 (unaudited)	1,103	8,184	12,514	8,407	16,198	11,119	26,237	83,762

	Three-months period ended							Total
	Land	Building	Facilities	Equipment	Mineral properties	Others	Constructions in progress	
Balance on December 31, 2014	1,069	11,654	10,813	9,287	14,929	10,954	19,416	78,122
Additions (i)							2,097	2,097

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Disposals	(5)	(1)	(5)	(151)	(6)	(2)	(170)
Depreciation and amortization	(135)	(208)	(308)	(217)	(198)		(1,066)
Translation adjustment	(156)	(1,623)	(1,558)	(935)	(1,429)	(1,285)	(9,395)
Transfers	10	1,451	774	926	(457)	397	(3,101)
Acquisition of subsidiary (note 7(b))			1		119		120
Balance on March 31, 2015 (unaudited)	923	11,342	9,820	8,966	12,675	9,981	16,001
							69,708

(i) Includes interest capitalized and ARO, see cash flow.

15. Loans and financing

a) Total debt

	Current liabilities		Non-current liabilities	
	March 31, 2015 (unaudited)	December 31, 2014	March 31, 2015 (unaudited)	December 31, 2014
Debt contracts in the international markets				
Floating rates in:				
US dollars	262	358	5,199	5,095
Others currencies			3	2
Fixed rates in:				
US dollars	2,115	69	12,140	13,239
Euro			1,611	1,822
Accrued charges	211	334		
	2,588	761	18,953	20,158
Debt contracts in Brazil				
Floating rates in:				
Brazilian Reais, indexed to TJLP, TR, IPCA, IGP-M and CDI	247	296	4,516	5,503
Basket of currencies and US dollars indexed to LIBOR	222	211	1,533	1,364
Fixed rates in:				
Brazilian Reais	45	48	290	363
Accrued charges	93	103		
	607	658	6,339	7,230
	3,195	1,419	25,292	27,388

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Below are the future flows of debt payments (principal and interest) per nature of funding:

	Bank loans (i)	Capital market (i)	Development agencies (i)	Debt principal (i)	Estimated future payments of interest (ii)
2015	1,078		633	1,711	996
2016	35	951	931	1,917	1,439
2017	185	1,212	1,007	2,404	1,348
2018	1,759	806	1,126	3,691	1,259
2019	510	1,000	1,299	2,809	1,086
2020	442	1,100	833	2,375	962
Between 2021 and 2025	1,000	3,245	1,997	6,242	3,200
2026 onwards	361	6,494	179	7,034	5,820
	5,370	14,808	8,005	28,183	16,110

(i) Does not include accrued charges.

(ii) Consists of estimated future payments of interest on loans, financings and debentures, calculated based on interest rate curves and foreign exchange rates applicable as of March 31, 2015 and considering that all amortization payments and payments at maturity on loans, financings and debentures will be made on their contracted payments dates. The amount includes the estimated values of future interest payments (not yet accrued), in addition to interest already recognized in the financial statements.

At March 31, 2015, the average annual interest rates by currency are as follows:

	Average interest rate (i)	Total debt
Loans and financing in US dollars	4.36%	21,415
Loans and financing in Brazilian Reais (ii)	10.06%	5,184
Loans and financing in Euros (iii)	4.06%	1,619
Loans and financing in others currencies	6.36%	269
		28,487

(i) In order to determine the average interest rate for debt contracts with floating rates, the Company used the last renegotiated rate at March 31, 2015.

(ii) Brazilian Real denominated debt that bears interest at IPCA, CDI or TJLP, plus spread. For a total of US\$4,340, the Company entered into derivative transactions to mitigate the exposure to the cash flow variations of the floating rate debt denominated in Brazilian Real, resulting in an average cost of 2.2% per year in US dollars.

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(iii) Eurobonds, for which the Company entered into derivatives to mitigate the exposure to the cash flow variations of the debt denominated in Euros, resulting in an average cost of 4.42% per year in US dollars.

b) Credit lines

Type	Contractual currency	Date of agreement	Available until	Total amount	Amounts drawn on	
					March 31, 2015 (unaudited)	December 31, 2014
Revolving credit lines						
Revolving credit facility	US\$	April 2011	5 years	3,000		
Revolving credit facility	US\$	July 2013	5 years	2,000		
Credit lines						
Export-Import Bank of China and Bank of China Limited	US\$	September 2010(i)	13 years	1,229	1,076	1,062
BNDES	R\$	April 2008(ii)	10 years	2,276	1,728	1,516
Financing						
BNDES - CLN 150	R\$	September 2012(iii)	10 years	1,210	1,041	1,041
BNDES - Tecored 3.5%	R\$	December 2013(iv)	8 years	43	26	23
BNDES - S11D e S11D Logística	R\$	May 2014(v)	10 years	1,921	582	582

-
- (i) Acquisition of twelve large ore carriers from chinese shipyards.
- (ii) Memorandum of understanding signature date, however term is considered from the signature date of each contract amendment.
- (iii) Capacitação Logística Norte 150 Project (CLN 150).
- (iv) Support to Tecored s investment plan from 2013 to 2015.
- (v) Iron ore project S11D and S11D Logística implementation.

Total amounts and amounts disbursed, when not contracted in the reporting currency, are affected by exchange rate variation.

c) Guarantees

As of March 31, 2015 and December 31, 2014 financing and loans in the amount of US\$1,254 and US\$1,312, respectively, were secured by property, plant and equipment and receivables.

Table of Contents**16. Asset retirement obligations**

The Company applies judgment and assumptions when measuring its asset retirement obligation. The accrued amounts of these obligations are not deducted from the potential costs covered by insurance or indemnities.

The long term interest rates used to discount these obligations to present value and to update the provisions at March 31, 2015 was of 5.51% p.a. in Brazil, 2.05% p.a. in Canada and between 1.61% - 8.81% p.a. for the others locations.

Changes in the provision for asset retirement obligation are as follows:

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Balance at beginning of the period	3,369	2,644
Increase expense	71	68
Settlements	(23)	(4)
Revisions on cash flows estimates	8	52
Translation adjustment	(413)	33
Balance at end of the period	3,012	2,793

17. Litigation**a) Provision for litigation**

Vale is party to labor, civil, tax and other ongoing lawsuits and is discussing these issues both at administrative and court levels. When applicable, lawsuits are supported by judicial deposits. Provisions for losses resulting from processes are estimated and updated by the Company, supported by legal consultants.

	Three-months period ended				Total of litigation provision
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation	

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Balance on December 31, 2013	330	209	709	28	1,276
Additions	40	9	53	18	120
Reversals	(27)	(9)	(24)	(4)	(64)
Payments	(1)	(3)	(6)		(10)
Indexation and interest	(4)	2	6	(3)	1
Translation adjustment	10	8	29	3	50
Balance on March 31, 2014 (unaudited)	348	216	767	42	1,373

	Three-months period ended				Total of litigation provision
	Tax litigation	Civil litigation	Labor litigation	Environmental litigation	
Balance on December 31, 2014	366	118	706	92	1,282
Additions	145	16	34		195
Reversals	(174)	(12)	(26)		(212)
Payments	(8)	2	(4)	(11)	(21)
Indexation and interest	19	11	7	(2)	35
Translation adjustment	(43)	(21)	(121)	(7)	(192)
Balance on March 31, 2015 (unaudited)	305	114	596	72	1,087

b) **Contingent liabilities**

The Company discusses, at administrative and judicial levels, claims where the expectation of loss is classified as possible and accordingly no provision was recorded.

These possible contingent liabilities are as follows:

	March 31, 2015 (unaudited)	December 31, 2014
Tax litigations	6,241	6,094
Civil litigations	1,236	1,406
Labor litigations	1,610	1,955
Environmental litigations	957	1,122
Total	10,044	10,577

Table of Contents**c) Judicial deposits**

In addition to those provisions and contingent liabilities, there are also judicial deposits. These court-ordered deposits are legally required and are monetarily updated and reported in non-current assets until a judicial decision to draw the deposit occurs.

Judicial deposits are as follows:

	March 31, 2015 (unaudited)	December 31, 2014
Tax litigations	298	354
Civil litigations	135	126
Labor litigations	669	789
Total	1,102	1,269

18. Income taxes - Settlement program (REFIS)

In November 2013 the Company elected to participate in the REFIS, a federal tax settlement program with respect to most of the claims related to the collection of income tax and social contribution on equity gain of foreign subsidiaries and affiliates from 2003 to 2012.

On March 31, 2015, the balance of US\$5,264 (US\$388 in current and US\$4,876 in non-current) is due in 163 monthly installments, bearing interest at the SELIC rate.

19. Income taxes

The balances were as follows:

Assets	Liabilities	Total
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Balance on December 31, 2013	4,523	3,228	1,295
Net income effect	(28)	33	(61)
Translation adjustment	186	(60)	246
Other comprehensive income	9	9	
Balance on March 31, 2014 (unaudited)	4,690	3,210	1,480

	Assets	Liabilities	Total
Balance on December 31, 2014	3,976	3,341	635
Net income effect	923	(7)	930
Translation adjustment	(515)	(186)	(329)
Other comprehensive income	1	(49)	50
Acquisition of subsidiary	(11)		(11)
Balance on March 31, 2015 (unaudited)	4,374	3,099	1,275

Deferred tax assets arising from tax losses, negative social contribution basis and temporary differences are registered taking into consideration the analysis of future performance, based on economic and financial projections, prepared based on internal assumptions and macroeconomic, trade and tax scenarios that may be subject to changes in future.

The income tax in Brazil comprises taxation on income and social contribution on profit. The statutory rate applicable in the period presented is 34%. In other countries where the Company has operations, it is subject to various rates, depending on jurisdiction.

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The total amount presented as income taxes in the statement of income is reconciled to the rate established by law, as follows:

	Three-months period ended (unaudited)	
	March 31, 2015	March 31, 2014
Net income before income taxes	(4,030)	3,365
Income taxes at statutory rates - 34%	1,370	(1,144)
Adjustments that affect the basis of taxes:		
Income tax benefit from interest on stockholders' equity	190	279
Results of overseas companies taxed by different rates which differs from the parent company rate	(349)	(282)
Equity results on statement of income	(92)	66
Tax loss not recognized	(71)	(81)
Constitution or reversal for tax loss carryforward		7
Others	(188)	166
Income taxes	860	(989)

20. Employee benefits obligations

At March 31, 2015 the Company contributed US\$46 and do not expects significant changes in relation to the estimate disclosed in the financial statements for the year ended December 31, 2014.

a) Employee postretirements obligations

i. Reconciliation of assets and liabilities in balance sheet

	March 31, 2015 (unaudited)			December 31, 2014		
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans
Ceiling recognition of an asset (ceiling) and onerous liability						
Balance at beginning of the period	1,301			1,191		
Interest income	37			142		

Changes on asset ceiling and onerous liability	(79)	140
Translation adjustment	(220)	(172)
Balance at end of the period	1,039	1,301

Amount recognized in the balance sheet

Present value of actuarial liabilities	(3,125)	(4,297)	(1,440)	(3,728)	(4,521)	(1,498)
Fair value of assets	4,164	3,548		5,029	3,716	
Effect of the asset ceiling	(1,039)			(1,301)		
Liabilities provisioned		(749)	(1,440)		(805)	(1,498)
Current liabilities		(18)	(50)		(16)	(51)
Non-current liabilities		(731)	(1,390)		(789)	(1,447)
Liabilities provisioned		(749)	(1,440)		(805)	(1,498)

ii. **Costs recognized in the statement of income**

	Three-months period ended (unaudited)					
	March 31, 2015		March 31, 2014		Others	
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans
Current service cost	5	15	7	7	15	8
Interest on expense on liabilities	102	45	18	118	52	23
Interest income on plan assets	(140)	(38)		(120)	(38)	
Interest expense on effect of asset (ceiling) and onerous liability	37					
Total of cost, net	4	22	25	5	29	31

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iii. Costs recognized in the statement of comprehensive income

	Three-months period ended (unaudited)					
	March 31, 2015			March 31, 2014		
	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans	Overfunded pension plans	Underfunded pension plans	Others underfunded pension plans
Balance at beginning of the period	(143)	(570)	(132)	(94)	(395)	(196)
Return on plan assets (excluding interest income)	(87)	(20)	(78)	(18)	50	
Changes on asset ceiling and onerous liability	84			(8)		
Gross balance for the period	(3)	(20)	(78)	(26)	50	
Deferred income tax	1	22	27	9	(12)	
Other comprehensive income	(2)	2	(51)	(17)	38	
Translation adjustment	25	2	7	(4)	1	(2)
Accumulated comprehensive income	(120)	(566)	(176)	(115)	(356)	(198)

b) Profit sharing program (PLR)

The Company accrued as cost of goods sold and services rendered and other operating expenses related to PLR US\$60 in March 31, 2015 (US\$131 in March 31, 2014).

c) Long-term compensation plan

In order to promote stockholder cultures, in addition to increasing the ability to retain executives and to strengthen the culture of sustainability performance, Vale has a long-term incentive programs (Matching plan and long-term incentive plan ILP) for some executives of the Company, covering 3 to 4 years cycles.

Liabilities of the plans are measured at fair value on the date of each issuance of the report, based on market rates. Compensation costs incurred are recognized by the defined vesting period of three years. At March 31, 2015 and December 31, 2014 the Company recorded a liability with impact in the statement of income of US\$41 and US\$61, respectively.

21. Classification of financial instruments

The classification of financial assets and liabilities is as follows:

	March 31, 2015 (unaudited)			Total
	Loans and receivables (i)	At fair value through profit or loss (ii)	Derivatives designated as hedge (iii)	
Financial assets				
Current				
Cash and cash equivalents	3,684			3,684
Financial investments	1			1
Derivative financial instruments		189		189
Accounts receivable	2,291			2,291
Related parties	522			522
	6,498	189		6,687
Non-current				
Related parties	23			23
Loans and financing	217			217
Derivative financial instruments		34		34
	240	34		308
Total of financial assets	6,738	223		6,961
Financial liabilities				
Current				
Suppliers and contractors	3,429			3,429
Derivative financial instruments		557	347	904
Loans and financing	3,195			3,195
Related parties	267			267
	6,891	557	347	7,795
Non-current				
Derivative financial instruments		2,496		2,496
Loans and financing	25,292			25,292
Related parties	90			90
Participative stockholders debentures		1,165		1,165
Others (iv)		94		94
	25,382	3,755		29,137
Total of financial liabilities	32,273	4,312	347	36,932

(i) Non-derivative financial instruments with determinable cash flow.

(ii) Financial instruments for trading in short-term.

(iii) See note 23(a).

(iv) See note 22(a).

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	December 31, 2014			
	Loans and receivables (i)	At fair value through profit or loss (ii)	Derivatives designated as hedge (iii)	Total
Financial assets				
Current				
Cash and cash equivalents	3,974			3,974
Financial investments	148			148
Derivative financial instruments		166		166
Accounts receivable	3,275			3,275
Related parties	579			579
	7,976	166		8,142
Non-current				
Related parties	35			35
Loans and financing	229			229
Derivative financial instruments		87		87
	264	87		351
Total of financial assets	8,240	253		8,493
Financial liabilities				
Current				
Suppliers and contractors	4,354			4,354
Derivative financial instruments		956	460	1,416
Loans and financing	1,419			1,419
Related parties	306			306
	6,079	956	460	7,495
Non-current				
Derivative financial instruments		1,609	1	1,610
Loans and financing	27,388			27,388
Related parties	109			109
Participative stockholders debentures		1,726		1,726
Others (iv)		115		115
	27,497	3,450	1	30,948
Total of financial liabilities	33,576	4,406	461	38,443

(i) Non-derivative financial instruments with determinable cash flow.

(ii) Financial instruments for trading in short-term.

(iii) See note 23(a).

(iv) See note 22(a).

22. Fair value estimate

The Company considered the same assumptions and calculation methods as presented on the financial statements for the year ended December 31, 2014, to measure the fair value of assets and liabilities for the period.

a) Assets and liabilities measured and recognized at fair value

	March 31, 2015 (unaudited)			December 31, 2014		
	Level 2	Level 3	Total	Level 2	Level 3	Total (i)
Financial assets						
Current						
Derivatives at fair value through profit or loss	189		189	166		166
	189		189	166		166
Non-current						
Derivatives at fair value through profit or loss	34		34	87		87
	34		34	87		87
Total of financial assets	223		223	253		253
Financial liabilities						
Current						
Derivatives at fair value through profit or loss	557		557	956		956
Derivatives designated as hedge	347		347	460		460
	904		904	1,416		1,416
Non-current						
Derivatives at fair value through profit or loss	2,496		2,496	1,609		1,609
Derivatives designated as hedge				1		1
Participative stockholders' debentures	1,165		1,165	1,726		1,726
Others (minimum return instrument)		94	94		115	115
	3,661	94	3,755	3,336	115	3,451
Total of financial liabilities	4,565	94	4,659	4,752	115	4,867

Table of Contents**b) Fair value measurement compared to book value**

The fair value estimate for level 1 is based on market approach considering the secondary market contracts. For loans allocated on level 2, the income approach is adopted and the fair value for both fixed-indexed rate debt and floating rate debt is determined on a discounted cash flows basis using LIBOR future values and Vale's bonds curve.

The fair values and carrying amounts of non-current loans (net of interest) are shown in the table below:

	Balance	Fair value (ii)	Level 1	Level 2
Financial liabilities				
March 31, 2015 (unaudited)				
Loans (long term) (i)	28,183	28,539	14,931	13,608
December 31, 2014				
Loans (long term) (i)	28,370	29,479	15,841	13,638

(i) Net interest of US\$304 on March 31, 2015 and US\$437 on December 31, 2014.

23. Derivative financial instruments**a) Derivatives effects on balance sheet**

	March 31, 2015 (unaudited)		Assets	
	Current	Non-current	Current	Non-current
Derivatives not designated as hedge				
Foreign exchange and interest rate risk				
CDI & TJLP vs. US\$ fixed and floating rate swap	138		137	11
IPCA swap	4		7	
Eurobonds swap				41
Pre dollar swap	6		2	

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	148		146	52
Commodities price risk				
Nickel	41	7	20	3
	41	7	20	3
Warrants				
SLW options (note 28)		27		32
		27		32
Derivatives designated as cash flow hedge				
Total	189	34	166	87

	March 31, 2015 (unaudited)		December 31, 2014	
	Current	Non-current	Current	Non-current
Derivatives not designated as hedge				
Foreign exchange and interest rate risk				
CDI & TJLP vs. US\$ fixed and floating rate swap	154	1,976	442	1,355
IPCA swap		131		63
Eurobonds swap	164	45	9	90
Pre dollar swap	105	89	30	98
	423	2,241	481	1,606
Commodities price risk				
Nickel	36	7	23	3
Bunker oil	98	248	452	
	134	255	475	3
Derivatives designated as cash flow hedge				
Bunker oil	318		434	
Foreign exchange	29		26	1
	347		460	1
Total	904	2,496	1,416	1,610

Table of Contentsb) **Effects of derivatives in the statement of income, cash flow and other comprehensive income**

	Amount of gain (loss) recognized in the statement of income		Three-months period ended (unaudited) Financial settlement inflows(outflows)		Amount of gain(loss) recognized in OCI	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Derivatives not designated as hedge						
Foreign exchange and interest rate risk						
CDI & TJLP vs. US\$ fixed and floating rate swap						
	(950)	194	(344)	28		
	(73)	7	4			
	(151)	6		10		
	(89)	11	(2)	2		
	(1,263)	218	(342)	40		
Commodities price risk						
	(8)	(1)	(15)	1		
	(49)	3	(155)	(8)		
	(57)	2	(170)	(7)		
Warrants						
	(5)	8				
	(5)	8				
Derivatives designated as cash flow hedge						
	(120)	(3)	(130)	(3)	116	(8)
	(15)	(13)	(15)	(13)	(1)	(9)
	(135)	(16)	(145)	(16)	115	(17)
Total	(1,460)	212	(657)	17	115	(17)

Related to the effects of derivatives in the statement of income, the Company recognized US\$120 as cost of goods sold and services rendered and US\$1,340 as financial expense.

The maturities dates of the derivative financial instruments are as follows:

	Maturity dates
Currencies and interest rates	July 2023
Gas - Oman	April 2016
Nickel	March 2017

Copper
Warrants
Bunker oil

June 2015
February 2023
December 2016

Additional information about derivatives financial instruments

Value at risk computation methodology

The value at risk of the positions was measured using a delta-Normal parametric approach, which considers that the future distribution of the risk factors - and its correlations - tends to present the same statistic properties verified in the historical data. The value at risk of Vale's derivatives current positions was estimated considering one business day time horizon and a 95% confidence level.

Contracts subjected to margin calls

Vale has contracts subject to margin calls only for part of nickel trades executed by its wholly-owned subsidiary Vale Canada Ltd. There was not cash amount deposited for margin call on March 31, 2015.

Initial cost of contracts

The financial derivatives negotiated by Vale and its controlled companies described in this document didn't have initial costs (initial cash flow) associated.

The following tables show as of March 31, 2015, the derivatives positions for Vale and controlled companies with the following information: notional amount, fair value including credit risk (1), gains or losses in the period, value at risk and the fair value for the remaining years of the operations per each group of instruments.

(1) The Adjusted net/total for credit risk considers the adjustments for credit (counterparty) risk calculated for the instruments, in accordance with International Financial Reporting Standard 13.

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Foreign exchange and interest rates derivative positions

Protection program for the Real denominated debt indexed to CDI

In order to reduce the cash flow volatility, Vale entered into swap transactions to convert into US\$ the cash flows from debt instruments denominated in BRL linked to CDI. In those swaps, Vale pays fixed rates in US\$ and receives payments linked to CDI.

US\$ Million

CDI vs. fixed rate swap									
Payable	US\$	2,199	US\$	2,284	US\$ +	3.35%	(2,256)	(2,327)	(781)
Net adjusted for credit risk							(632)	(547)	101 (434) (53) (245)
CDI vs. floating rate swap									
Payable	US\$	0	US\$	250	Libor +	0.00%	(251)	(252)	
Net adjusted for credit risk							(82)		

Type of contracts: OTC Contracts

Protected item: Debt instruments linked to BRL

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The protected items are the debt instruments linked to BRL once the objective of this program is to transform into US\$ the obligations linked to BRL so as to achieve a currency offset by matching Vale's receivables - mainly linked to US\$ - with Vale's payables.

Protection program for the real denominated debt indexed to TJLP

In order to reduce the cash flow volatility, Vale entered into swap transactions to convert into US\$ the cash flows linked to TJLP of the loans with Banco Nacional de Desenvolvimento Econômico e Social (BNDES). In those swaps, Vale pays fixed or floating rates in US\$ and receives payments linked to TJLP.

Swap TJLP vs. fixed rate swap									
Payable				USD					
	US\$ 2,948	US\$ 3,051	+	1.71%	(2,845)	(2,937)	(152)		
Net adjusted for credit risk					(1,281)	(953)	(102)	(209)	(298)
Swap TJLP vs. floating rate swap									
Payable				Libor					
	US\$ 172	US\$ 173	+	-1.21%	(154)	(155)	(1)		
Net adjusted for credit risk					(78)	(66)	(2)	(4)	(6)

Type of contracts: OTC Contracts

Protected item: Debt instruments linked to BRL

The protected items are the debt instruments linked to BRL once the objective of this program is to transform into US\$ the obligations linked to BRL so as to achieve a currency offset by matching Vale's receivables - mainly linked to US\$ - with Vale's payables.

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Protection program for the Real denominated fixed rate debt

In order to reduce the cash flow volatility, Vale entered into a swap transactions to convert into US\$ the cash flows from loans in BRL linked to fixed rates with BNDES. In those swaps, Vale pays fixed rates in US\$ and receives fixed rates in BRL.

US\$ Million

**R\$ fixed
rate vs.
US\$ fixed
rate swap**