

RIO TINTO LTD  
Form SC14D9C  
February 13, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14D-9/C  
SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Rio Tinto plc**

**Rio Tinto Limited**

(Name of Subject Company)

**Rio Tinto plc**

**Rio Tinto Limited**

(Name of Person(s) Filing Statement)

**Ordinary Shares of Rio Tinto plc**

**American Depositary Shares, each representing four Ordinary Shares of Rio Tinto plc**

**Ordinary Shares of Rio Tinto Limited**

(Title of Class of Securities)

**Ordinary Shares of Rio Tinto plc (ISIN GB 0007188757)**

**American Depositary Shares of Rio Tinto plc (CUSIP US767204100)**

**Ordinary Shares of Rio Tinto Limited (ISIN AU000000RIO1)**

(CUSIP Number of Class of Securities)

**Ben Mathews**

**Rio Tinto plc**

**5 Aldermanbury Square**

**London EC2V 7HR**

**United Kingdom**

**Tel: 011 44 20 7930 2399**

*Copy to:*

**Thomas B. Shropshire, Jr.**

**Linklaters LLP**

**One Silk Street**

**London EC2Y 8HQ**

**United Kingdom**

**Tel: 011 44 20 7456 2000**

(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications

On Behalf of the Person(s) Filing Statement)

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

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**EXHIBIT INDEX**

**EX-99.1**

**EX-99.2**

**EX-99.3**

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**ITEM 9. EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
99.1	Press release announcing Rio Tinto's annual results, dated February 13, 2007
99.2	Presentation on Rio Tinto's annual results, dated February 13, 2007
99.3	Chief executive's communication to Rio Tinto employees, dated February 13, 2007

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