RIO TINTO PLC
Form 11-K/A
November 30, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K/A

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-10533

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

RIO TINTO AMERICA INC. 401(K) SAVINGS PLAN AND INVESTMENT PARTNERSHIP PLAN

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

Rio Tinto plc

6 St. James's Square
London SW1Y 4AD

United Kingdom

Explanatory Note

This Amendment No. 2 to the Annual Report on Form 11-K for the fiscal year ended December 31, 2012 filed by the Rio Tinto America Inc. 401 (K) Savings Pan and Investment Partnership Plan (the "**Registrant**") with the Securities and Exchange Commission (the "**SEC**") on June 21, 2013 (the "**Original Filing**") is being filed by the Registrant to amend Amendment No. 1 to the Original Filing filed by the Registrant with the SEC on July 20, 2015 ("**Amendment No. 1**").

Amendment No. 1 removed the audit report of McGladrey LLP (subsequently renamed RSM US LLP) ("**McGladrey**"), the Registrant's former independent accounting firm, on the financial statements (the "**Subject Financial Statements**") in the Original Filing, which Subject Financial Statements comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012, the related notes and supplemental schedule of assets (held at end of year) as of December 31, 2012, and marked such Subject Financial Statements as being unaudited. Without seeking to limit any responsibility, liability or obligations otherwise under the U.S. federal securities laws, Amendment No. 1 also removed McGladrey's consent filed as an exhibit to the Original Filing.

The Registrant filed Amendment No. 1 in response to a notice received from McGladrey on July 13, 2015 that it was withdrawing its audit report from the Original Filing. As set out in the Form 6-K filed with the SEC by Rio Tinto plc on July 17, 2015, in late May 2015, McGladrey notified the Rio Tinto America Inc. Benefit Governance Committee (the "**BGC**"), which administers the Registrant and acts as its fiduciary, that McGladrey believed certain services (the "**Services**") that one of its associated entities had provided to affiliates of the Registrant during the fiscal year under review may have been inconsistent with the SEC's rules on auditor independence. Rio Tinto worked closely with McGladrey regarding the independence matter after McGladrey notified the BGC of the issue. However, in order to ensure that the audit of certain of its employee share plans' financial statements for the fiscal year ended December 31, 2014 could be completed and issued, the BGC terminated McGladrey as the independent auditor of the Registrant on June 26, 2015 and engaged Anton Collins Mitchell LLP ("**ACM**") as the Registrant's independent registered public accounting firm to audit the Registrant's financial statements. On July 13, 2015, McGladrey notified the BGC that despite its belief that the Services did not compromise its integrity or objectivity it was withdrawing its audit report on the Subject Financial Statements from the Original Filing. After McGladrey's withdrawal, the BGC engaged ACM to re-audit the Subject Financial Statements.

As further explained in Note 9 to the Subject Financial Statements, during the course of ACM's re-audit, ACM and the Registrant's management determined that it was necessary for the Registrant to restate its financial statements as of December 31, 2011 and for the year ended December 31, 2012 in order to correct for misstatements relating to the allocation of a clearing account held within the Rio Tinto America Inc. Savings Plan Trust (the "**Master Trust**") to the Rio Tinto employee share plans participating in the Master Trust, which include the Registrant.

The purpose of this Amendment No. 2 is to (i) file (x) the audit report of ACM, the Registrant's new independent accounting firm, on the re-audited Subject Financial Statements; (y) re-audited Subject Financial Statements and related notes and supplemental schedule of assets (held at end of year) as of December 31, 2012; and (z) ACM's consent; and (ii) restate its financial statements as of December 31, 2011 and for the year ended December 31, 2012 for the reasons stated above and explained in Note 9 to the Subject Financial Statements. While not a required part of the Subject Financial Statements, the supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and are required by the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.There were no other material changes made in the financial statements filed with this report.

Unless expressly noted otherwise, the disclosures in this Amendment No. 2 continue to speak as of the date of the Original Filing and do not reflect events occurring after the filing of the Original Filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

RIO TINTO AMERICA INC. 401(K) SAVINGS PLAN AND
INVESTMENT PARTNERSHIP PLAN

By: /s/ Patrick James
Name: Patrick James

Interim Chairman—Rio Tinto America Inc.
Benefits Governance Committee

Date: November 30, 2015

EXHIBIT INDEX

Exhibit Number	Document
23.1	Consent of Independent Registered Public Accounting Firm

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Financial Report
December 31, 2012

Contents

Report of Independent Registered Public Accounting Firm

To the Rio Tinto America Inc. Benefit Governance Committee
Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

We have audited the accompanying statements of net assets available for benefits of the Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan (the “Plan”) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 9 to the financial statements, the Plan has restated its financial statements as of December 31, 2011 and for the year ended December 31, 2012 to correct for misstatements relating to the allocation of a clearing account held within the Rio Tinto America Inc. Savings Plan Trust (the “Master Trust”) to the plans participating in the Master Trust.

The supplemental information in the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, has been subjected to audit procedures performed in conjunction with the audit of the Plan’s financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Anton Collins Mitchell LLP

Denver, Colorado
November 30, 2015

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

				Restated
		2012		2011
Investments at fair value (Notes 4 and 5):				
Plan interest in Rio Tinto America, Inc. Savings Plan Trust	**$**	**454,470,926**	$	427,854,879
Receivables:				
Participant contributions		**-**		32,161
Employer contributions		**-**		61,631
Dividends receivable		**-**		315,364
Notes from participants (Note 2)		**4,790,211**		4,950,759
Total receivables		**4,790,211**		5,359,915
Net assets available for benefits, at fair value		**459,261,137**		433,214,794
Adjustment from fair value to contract value for interest in collective investment trusts relating to fully benefit-responsive investment contracts held in the Rio Tinto America Inc. Savings Plan Trust (Note 3)		**(3,832,061)**		(3,820,041)
Net assets available for benefits	**$**	**455,429,076**	$	429,394,753

See Report of Independent Registered Public Accounting Firm and Notes to Financial Statements.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

		Restated
Investment results (Note 4):		
Plan interest in Rio Tinto America, Inc. Savings Plan Trusts investment income	$	53,166,992
Interest income on notes from participants		181,870
Contributions:		
Participants		15,527,389
Participant rollovers		2,456,844
Employer		18,284,847
Total contributions		36,269,080
Benefits paid to participants		(63,940,326)
Administrative expenses		(116,293)
Net increase before transfers		25,561,323
Transfers (Note 1):		
From the U.S. Borax Inc. 401(k) Savings and Retirement Contribution Plan for		
Represented Hourly Employees		64,805
From the Kennecott Utah Copper Savings Plan for Represented Hourly		
Employees		408,195
Total transfers		473,000
Net increase after transfers		26,034,323
Net assets available for benefits:		
Beginning of the year		429,394,753
End of the year	$	455,429,076

See Report of Independent Registered Public Accounting Firm and Notes to Financial Statements.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 1. Description of the Plan

The following description of the Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan (the "Plan" or "RTAI Plan") provides only general information. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering (1) all nonrepresented employees of Rio Tinto America Inc. and its participating companies (collectively, the "Company" or the "Employer"), as defined in the plan document, and (2) employees covered by a collective bargaining agreement that provides for plan participation. All eligible full-time employees of the Company can participate in the Plan immediately upon employment. Temporary and part-time employees are eligible after completing 1,000 hours of service during a 12-month period.

Rio Tinto America Inc. is an indirect wholly owned subsidiary of Rio Tinto plc (the "Parent"). The Plan has appointed State Street Bank & Trust Company ("State Street" or "Plan Trustee") to be the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan is part of Rio Tinto America Inc. Savings Plan Trust (the "Master Trust"), whose assets are held with State Street. The Master Trust was established to hold the qualified defined contribution investment assets of the Plan and certain other benefit plans sponsored by Rio Tinto America Holdings Inc. (and its subsidiaries).

Contributions: Participants may elect, under a salary reduction agreement, to contribute to the Plan an amount not less than one percent and not more than 50 percent of their eligible compensation on a before-tax basis through payroll deductions. Before-tax contributions are limited by the Internal Revenue Code ("IRC"), which established a maximum contribution of $17,000 ($22,500 for participants over age 50) for the year ended December 31, 2012. Participants may also elect to make after-tax contributions not less than one percent and not more than 50 percent of their eligible compensation. Total before-tax and after-tax contributions cannot exceed 50 percent of each participant's eligible compensation.

The Company matches participants' before-tax and/or after-tax contributions to the Plan at 100 percent, up to the first six percent of their eligible compensation, except for the following: If the participant is an hourly employee of Luzenac America, Inc. located at the Three Forks Mill and is represented by the United Cement, Lime, Gypsum, and Allied Workers Division of the International Brotherhood of Boilermakers, the participant receives a match of 75 percent, up to the first six percent of eligible compensation. If the participant is an hourly employee of Luzenac America, Inc. located at the Vermont operations and is represented by the United Cement, Lime, Gypsum, and Allied Workers Division of the International Brotherhood of Boilermakers, the participant receives a match of 45 percent, up to the first six percent of eligible compensation.

The Company makes Investment Partnership Plan ("IPP") contributions. To be eligible for IPP contributions, current employees as of March 31, 2007, were required to discontinue credited future benefit service under the Company-sponsored defined benefit pension plan, the Rio Tinto America Inc. Retirement Plan. Effective April 1, 2007, new participants in the Plan were eligible to receive IPP contributions. The Company contributes six percent of eligible compensation up to the Social Security wage base ($110,100 for 2012) and 11.7 percent of eligible compensation over the Social Security wage base.

Participants are not required to contribute to the Plan to receive IPP contributions.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 1. Description of the Plan (Continued)

The Plan was amended effective May 12, 2012, to clarify that IPP contributions may be made and allocated on a payroll basis.

Rollovers: An employee can make rollover contributions from another qualified plan or an individual retirement account (“IRA”) if certain criterial are met as set forth in the Plan Document.

Participant accounts: Each participant’s account is credited with the participant’s contributions, the Company’s matching contributions, IPP contributions, an allocation of the plan earnings (losses) and administrative expenses. Allocations are based on participant earnings (losses) or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Participant-directed options for investments: Participants have the option to allocate plan contributions among several investment options, including common stock of the Parent in the form of a unitized fund with American Depositary Receipts (“ADRs”) (the “Company Stock Fund” or “Employer Stock Fund” or “Rio Tinto ADR Stock Fund”). All choices vary in types of investments, rates of return and investment risk. Participants may elect to have all or part of their account balances and future contributions invested in one fund, transferred to another fund, or in any combination. Participants also have the option to invest in managed funds that are weighted based on the participant’s retirement date. The funds assume participants will retire upon reaching age 65 and invest in various collective trust and mutual funds.

Vesting: Participants are immediately vested in their contributions and Company matching contributions plus actual earnings (losses) thereon. Vesting in the Company’s IPP contributions is graded based on years of service. A participant is 100 percent vested after three years of credited service in IPP contributions, after five years of credited service for Three Fork Mill IPP contributions, or at time of death or attainment of age 65.

Effective during 2011, as a result of the sale of Luzenac America, Inc. and Colowyo Mine, the affected participants who terminated employment with the Company were 100 percent vested in the Company IPP contributions.

Payment of benefits: Upon termination, retirement, death or becoming permanently disabled, participants or their beneficiaries may elect to receive lump-sum distributions, installment payments or rollover distributions in an amount equal to the value of the participants’ vested interests in their accounts. If a participant terminates employment and the participant’s account balance is less than $1,000, the Plan Administrator will authorize the benefit payment in a single lump sum without the participant’s consent. During employment, participants may withdraw account balances for financial hardship and other in-service withdrawals, as defined.

Notes from participants: Participants may borrow from their total account balance a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of the participant’s total vested account balance. Note terms range from one to five years or up to 20 years for the purchase of a primary residence. Notes to participants are treated as a separate investment of the participant, and all principal and interest payments on note balances are credited to the participant account from which the note to the participant was made. Notes from participants bear interest at rates ranging from 4.25 percent to 9.25 percent at December 31, 2012. Principal and interest are paid ratably through payroll deductions.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 1. **Description of the Plan (Continued)**

Transfers: Company employees represented by a collective bargaining unit (union employees) participate in the Kennecott Utah Copper Savings Plan for Represented Hourly Employees (the KUC Plan) and the U.S. Borax Inc. 401(k) Savings & Retirement Contribution Plan for Represented Hourly Employees (the Borax Plan). If the employees change from union to nonunion status during the year, or vice versa, their account balances are transferred within the Master Trust between the plans.

Forfeitures: Forfeitures are used to first restore re-employed participants IPP accounts and secondly to reduce future Company contributions or to pay administrative expenses of the Plan. At December 31, 2012 and 2011, forfeited nonvested accounts were approximately $379,000 and $1,548,000. Approximately $1,499,000 in Company contributions were reduced by forfeitures and $116,000 of forfeitures were used to pay administrative expenses for the year ended December 31, 2012.

If the distribution of a participants account is outstanding for five years or more, and reasonable efforts were made to locate the participant, such participants benefit may be forfeited. Any forfeitures from the Master Trust can be utilized to reinstate benefits should a participant or beneficiary make a claim for the forfeited benefit.

Note 2. **Summary of Significant Accounting Policies**

Basis of presentation: The financial statements of the Plan reflect transactions on the accrual basis of accounting.

Use of estimates: The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities and changes therein, at the date of the financial statements, and additions and deductions during the reporting period. Actual results could differ from those estimates.

Risks and uncertainties: The Master Trust invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, currency exchange rate, and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Rio Tinto America Inc. Savings Plan Investment Committee determines the Plans valuation policies utilizing information provided by the investment advisers and Plan Trustee. See Note 5 for a discussion of fair value measurements.

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes gains and losses on investments bought and sold as well as held during the year. Realized gains and losses related to sales of investments are recorded on a trade-date basis. Investment income (loss) and expenses are allocated to the Plan based upon its pro rata share in the net assets of the Master Trust.

Payments of benefits: Benefits are recorded when paid by the Plan.

Contributions: Employee contributions and related matching contributions are recorded when withheld from the participants’ compensation.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued) Administrative expenses: The Company pays the majority of costs and expenses incurred in administering the Plan. The Company provides accounting and other services for the Plan at no cost to the Plan. All other expenses related to administering the Plan were paid by the Company, and were excluded from these financial statements.

The Master Trust has several fund managers that manage the investments held by the Plan. Fees for investment fund management services are included as a reduction of the return earned on each fund. In addition, during the year ended December 31, 2012, the Company paid all investment consulting fees related to these investment funds.

The fees related to transaction costs associated with the purchase or sale of Rio Tinto plc common stock ADRs are paid by the participants.

Notes from participants: Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Defaulted notes from participants are recorded as a distribution in the year of default. Interest income from loans is recorded on the accrual basis.

Accounting guidance requires that participant loans be classified as notes from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued interest. Notes from participants have been classified as an investment asset for Form 5500 reporting purposes.

Subsequent events: The Plan Administrator has evaluated subsequent events through the date the financial statements were issued. See Note 11.

New accounting pronouncements: In May 2011, the Financial Accounting Standards Board issued updated accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance includes amendments that clarify the application of existing fair value measurement requirements, in addition to other amendments that change principles or requirements for measuring fair value and for disclosing information about fair value measurements. This guidance is effective for annual periods beginning after December 15, 2011. This was adopted during 2012 as required and did not have a significant effect on the Plans financial statements or disclosures.

In 2012, the Financial Accounting Standards Board issued ASU 2012-04, *Technical Corrections and Improvements,* which includes technical corrections and improvements related to fair value measurements and has been issued, which the Plan or Master Trust adopted in a future period, as the effective date is for fiscal periods beginning after December 15, 2012 and did not have a significant effect on the Plans financial statements or disclosures.

Pending accounting pronouncements: In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update 2015-07 which provides new guidance under Topic 820, *Fair Value Measurements, Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent).* The update removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value (NAV) per share as a practical expedient. The update also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share as a practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. This update is effective for all nonpublic entities for fiscal years beginning after December 15, 2016 and must be applied retrospectively with early adoption permitted. The adoption of this guidance is not expected to have a material effect on the Plans financial statements.

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Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

In July 2015, a pronouncement was issued that provides guidance on certain aspects of the accounting for employee benefit plans. The new pronouncement is a three-part standard which (1) requires an employee benefit plan to use contract value as the only measurement amount for fully benefit-responsive investment contracts, (2) simplifies and increases the effectiveness of plan investment disclosure requirements, and (3) provides employee benefit plans with a measurement-date practical expedient. The guidance is effective for fiscal years beginning after December 15, 2015, and must be applied prospectively. The Company is currently evaluating the impact this guidance will have on the Plan’s financial statements.

Note 3. Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required, the statements of net assets available for benefits present the adjustment of the Plan’s interest in the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

At December 31, 2012 and 2011, the Master Trust’s investments include the Invesco Stable Value Trust (“Invesco SVT”), a collective investment trust. The Invesco Stable Value Trust is invested in the following:

- A money market fund;
- Fully benefit-responsive synthetic guaranteed investment contracts (“synthetic GICs”); and
- Fully benefit-responsive traditional guaranteed investment contracts (“traditional GICs”).

Synthetic GICs provide for a guaranteed return on principal over a specified period of time through fully benefit-responsive wrap contracts, which are secured by underlying assets. The fair value of the wrap contracts is determined based on the change in the present value of each contract’s replacement cost. The Invesco SVT’s wrapper contract is with high-quality insurance companies or banks. The Invesco SVT contracts have an element of risk due to lack of a secondary market and resale restrictions, resulting in the inability of the Invesco SVT to sell a contract. They also may be subject to credit risk based on the ability of the wrapper providers to meet their obligations of the contract.

Traditional GICs provide for a guaranteed interest rate for a specified time. Interest is accrued on either a simple interest or fully compounded basis and paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will occur at contract value (principal plus accrued interest). Interest crediting rate is typically fixed for the life of the investment and do not permit issuers to terminate the agreement prior to the scheduled maturity date.

The crediting interest rates of all the synthetic GIC contracts are based on agreed-upon formulas with the issuing third-party, as defined in the contract agreement but cannot be less than zero. The crediting interest rates for Invesco SVT synthetic GICs is typically reset on a monthly or quarterly basis according to the contract. Crediting interest rates are based on the level of market interest rates, the amount and timing of participant contributions, transfers, and withdrawals into/out of the wrapper contract, the investment returns generated by the fixed income investments that back the wrapper contract, and the duration of the underlying fixed income investments backing the wrapper contract. Realized and unrealized gains and losses on the underlying investments are amortized over the duration of the underlying investments through adjustments to the future contract interest crediting rate.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 3. **Fully Benefit-Responsive Investment Contracts (Continued)**

The fair value of the investment contracts relative to the contract value are reflected in the statements of net assets available for benefits as adjustment from fair value to contract value for interest in collective investment trusts relating to fully benefit-responsive investment contracts held in the Rio Tinto America Inc. Savings Plan Trust (adjustment). This adjustment is only calculated annually for financial statement reporting purposes.

If the adjustment is positive, this indicates that the contract value is greater than the fair value. The embedded losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. If the adjustment is negative, this indicates that the contract value is less than the fair value. The embedded gains will cause the future interest crediting rate to be higher than it otherwise would have been. An adjustment is reflected in the Plans statements of net assets available for benefits as of December 31, 2012 and 2011 in the amount of $(3,832,061) and $(3,820,041), respectively, which represents the Plans proportionate share of the investment in the Stable Value Fund held within the Master Trust.

These wrap contracts provide withdrawals and transfers at contract value but are funded through the market value liquidation of the underlying investments, which also impacts the interest crediting rate.

Certain events may limit the ability of the Plan to transact at contract value with the issuer of stable value fund. Such events include: (1) termination of the Plan, (2) material adverse amendment to the provisions of the Plan, the Plans loss of qualified status, or material breaches of responsibilities which are not cured, (3) the employer elects to withdraw from a wrapper contract in order to switch to a different investment provider, (4) in terms of a successor plan, does not meet the contract issuers underwriting criteria for issuance of a clone wrapper contract. The Plan Administrator does not believe that the occurrence of any such event, which would limit the Plans ability to transact at contract value, is probable.

Absent any events described in the previous paragraph, GICs do not permit issuers to terminate the agreement prior to the scheduled maturity date.

Average duration for all investment contracts held in the stable value fund was 2.89 years and 2.58 years as of December 31, 2012 and 2011, respectively. Average yield for all fully benefit-responsive contracts for the years ended December 31, 2012 and 2011 were as follows:

	2012	**2011**
Average yields		
Based on actual earnings	1.26 %	2.01 %
Based upon the interest credited to participants	1.89 %	2.05 %

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Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 4. **Plan Interest in the Rio Tinto America Inc. Savings Plan Trust**

The Plans investments are included in the investments of the Master Trust. Each participating retirement plan has a divided interest in the Master Trust (based on the investment direction by plan participants in the various investment options offered through the Master Trust). The value of the Plans interest in the Master Trust is based on the beginning of year value of the Plans interest in the Master Trust plus actual contributions and allocated investment income (loss) less actual distributions and allocated administrative expenses. Investment income (loss), investment management fees and other direct expenses relating to the Master Trust are allocated to the individual plans based on the average daily balances. The Plans interest in the Master Trust was 65.0 percent and 77.9 percent as of December 31, 2012 and 2011, respectively. The Master Trust also includes the investment assets of the following retirement plans:

- KUC Plan,
- Borax Plan,
- Rio Tinto Alcan 401(k) Savings Plan for Former Employees (the Rio Tinto Alcan Plan),
- Alcancorp Hourly Employees Savings Plan, and
- Alcancorp Employees Savings Plan.

The following is a summary of the Master Trust assets, the Plans divided interest in the assets of the Master Trust, and the Plans divided interest percentage ownership of the Master Trust assets as of December 31, 2012 and 2011:

	December 31, 2012		
	Master Trust Assets	Plan's Interest in Master Trust	Plan's Percent Interest in Master Trust
Investments at fair value:			
Mutual funds	$ 321,715,507	$ 213,741,629	66.4
Stable value fund: collective investment trust	194,572,398	104,277,214	53.6
Collective trust funds	125,736,983	93,562,360	74.4
Rio Tinto plc common stock ADRs	52,803,660	40,048,701	75.8
Government Short-Term Investment Fund	4,627,469	2,480,000	53.6
Interest-bearing cash	781,379	361,022	46.2
Net assets available for benefits, at fair value	700,237,396	454,470,926	64.9
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(7,150,299)	(3,832,061)	53.6
Net assets available for benefits	$ 693,087,097	$ 450,638,865	65.0

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 4. **Plan Interest in the Rio Tinto America Inc. Savings Plan Trust (Continued)**

	December 31, 2011		
	Master Trust Assets	Plan's Interest in Master Trust	Plan's Percent Interest in Master Trust
		Restated	
Investments at fair value:			
Mutual funds	$ 330,260,110	$ 262,177,014	79.4
Stable value fund: collective investment trust	168,540,619	126,695,656	75.2
Rio Tinto plc common stock ADRs	48,415,371	37,333,977	77.1
Interest-bearing cash	2,156,593	1,648,232	76.4
Net assets available for benefits, at fair value	549,372,693	427,854,879	77.9
Adjustment from fair value to contract value for			
fully benefit-responsive investment contracts	(5,081,722)	(3,820,041)	75.2
Net assets available for benefits	$ 544,290,971	$ 424,034,838	77.9

During 2012, the Master Trusts investments (including investments bought and sold, as well as held during the year) appreciated as follows:

Net appreciation in fair value of investments:	
Mutual funds	$ 38,850,401
Collective trust funds	6,690,732
Rio Tinto plc common stock ADRs	9,187,061
Net appreciation in fair value of investments	$ 54,728,194

The following are changes in net assets for the Master Trust for the year ended December 31, 2012:

Investment results:	
Net appreciation in fair value of investments	$ 54,728,194
Interest and dividends	14,710,354
Administrative expenses	(213,327)
Net investment results	69,225,221

Net transfers		79,570,905
Increase in net assets		148,796,126
Net assets:		
Beginning of year		544,290,971
End of year	$	693,087,097

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 4. Plan Interest in the Rio Tinto America, Inc. Savings Plan Trust (Continued)

The following table presents the investments that represent five percent or more of the Master Trusts net assets and the Plans share of investments in the Master Trust that represent five percent or more of the Plans net assets as of December 31, 2012 and 2011:

	December 31,			
	2012		2011	
	Master Trust	Plan	Master Trust	Plan
Invesco Stable Value Trust	$ 194,572,398	$ 104,277,214	$ 168,540,619	$ 126,695,656
Vanguard Institutional Index	54,743,013	23,436,830	43,086,458	30,155,295
Rio Tinto plc common stock ADRs	52,803,660	40,048,701	48,415,371	37,333,977
PIMCO Total Return Fund Institutional Shares	48,447,090	33,962,527	58,551,630	49,513,061
SSgA S&P 500 Index Fund Class N Shares	45,056,176	34,498,122	*	*
Dodge & Cox Stock Fund	44,236,592	32,964,645	50,931,220	41,835,849
Harbor Capital Appreciation Fund	*	*	41,215,278	32,822,140
Artisan Mid Cap Fund Institutional Shares	*	*	29,711,719	24,837,747

*Investment did not exceed five percent of the Master Trusts or Plans net assets in the year indicated.

Note 5. Fair Value Measurements

Accounting guidance provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The assets or liabilitys fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no significant changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Master Trust are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Master Trust are deemed to be actively traded.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 5. **Fair Value Measurements (Continued)**

Stable value fund: collective investment trust: The stable value fund is valued based upon the per share NAV of the underlying securities. Underlying short-term securities are valued at amortized cost if maturity is 60 days or less at the time of purchase, or market value if maturity is greater than 60 days. Underlying investments in collective trusts are valued at the respective NAV as reported by such trusts. Underlying debt securities are valued on the basis of valuations provided by independent pricing services, or obtained from dealers making a market for such securities when independent pricing service valuations are not available.

Collective trust funds: The collective trust funds are valued at the underlying NAV per unit, which is based on the fair values of the underlying funds using a market approach. Underlying equity investments for which market quotations are readily available are reported at the last reported sale price on their principal exchange, market or system on valuation date, or official close price of certain markets. If no sales are reported for that day, investments are valued at the last published sales price, the mean between the last reported bid and asked prices, or at fair value as determined in good faith by the trustee of the fund. Underlying short-term investments are stated at amortized costs, which approximates fair value. Underlying registered investment companies or collective investment funds are valued at their respective NAV. Underlying fixed income investments are valued based on the basis of valuations furnished by independent pricing services. In the event current market prices or quotations are not readily available or deemed unreliable by the fund trustee, the fair value of the underlying fund will be determined in good faith by the fund trustee using alternative fair valuation methods.

Rio Tinto plc common stock ADRs: Rio Tinto plc common stock ADRs are unitized accounts, valued at the closing price reported on the active market on which individual securities are traded. The fund includes a cash component, which is valued at $1 per unit.

Government short-term investment fund ("STIF"): Consists of a State Street Global Advisors ("SSgA") Government STIF which seeks to maximize current income, to the extent consistent with the preservation of capital and liquidity and the maintenance of a stable $1.00 per share NAV, by investing in U.S. dollar-denominated money market securities.

Interest-bearing cash: Interest-bearing cash is valued at cost plus accrued income, which approximates fair value measured by similar assets in active markets.

Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

Notes to Financial Statements

Note 5. Fair Value Measurements (Continued)

The following tables set forth, by level within the fair value hierarchy, the Master Trusts fair value measurements at December 31, 2