

RIO TINTO LTD
Form 8-A12B
April 23, 2009

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

RIO TINTO FINANCE (USA) LIMITED	RIO TINTO PLC	RIO TINTO LIMITED
<p>(Exact Name of Registrant as Specified in Its Charter)</p> <p>Australia (State of Incorporation or Organization)</p> <p>Not Applicable (I.R.S. Employer Identification no)</p> <p>Level 33 120 Collins Street Melbourne, Victoria 3000 (Address of Principal Executive offices)</p>	<p>(Exact Name of Registrant as Specified in Its Charter)</p> <p>England and Wales (State of Incorporation or Organization)</p> <p>Not Applicable (I.R.S. Employer Identification no)</p> <p>2 Eastbourne Terrace London W2 6LG United Kingdom (Address of Principal Executive offices)</p>	<p>(Exact Name of Registrant as Specified in Its Charter)</p> <p>Australia (State of Incorporation or Organization)</p> <p>Not Applicable (I.R.S. Employer Identification no)</p> <p>Level 33 120 Collins Street Melbourne, Victoria 3000 (Address of Principal Executive offices)</p>
<p>If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. <input type="checkbox"/></p>		<p>If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. <input type="checkbox"/></p>
<p>Securities Act registration statement file number to which this form relates:</p>		<p>333-151839</p>
<p>Securities to be registered pursuant to Section 12(b) of the Act:</p>		
<p>Title of Each Class to be so Registered</p> <p>U.S.\$2,000,000,000 8.95% Notes due 2014 U.S.\$1,500,000,000 9.00% Notes due 2019</p>	<p>Name of Each Exchange on Which Each Class is to be Registered</p> <p>New York Stock Exchange New York Stock Exchange</p>	
<p>Securities to be registered pursuant to Section 12(g) of the Act: None</p>		

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Item 1. Description of Registrants Securities to be Registered

Item 2. Exhibits

SIGNATURE

INDEX TO EXHIBITS

EXHIBIT 1.2

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The Registrants have filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement, dated April 14, 2009 (the Prospectus Supplement), relating to the U.S.\$2,000,000,000 8.95% Notes due 2014 and the U.S.\$1,500,000,000 9.00% Notes due 2019 (collectively, the Notes), which are to be registered hereunder, to a prospectus dated April 14, 2009, filed under Rule 424(b) and forming a part of the Registrants Registration Statement on Form F-3 (File No. 333-151839), as amended by Post-Effective Amendment No. 1 to Registration Statement No. 333-151839 filed on April 14, 2009 (the Prospectus). The Registrants incorporate by reference the Prospectus Supplement and the Prospectus to the extent set forth below.

Item 1. Description of Registrants Securities to be Registered

Reference is made to the information set forth under the headings Description of Guaranteed Notes and United States Federal Income Taxation in the Prospectus Supplement and under Description of Guaranteed Debt Securities and Taxation in the Prospectus.

Item 2. Exhibits

The Notes are expected to be listed on the New York Stock Exchange (the NYSE), the exchange on which certain other securities of the Registrants are currently listed. Accordingly, copies of the following exhibits shall be filed with each copy of this Registration Statement filed with the Commission or with the NYSE, subject to Rule 12b-32 regarding the incorporation of exhibits by reference.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, the following exhibits are being filed with the Commission in connection with this Registration Statement:

- 1.1 Indenture, dated as of July 2, 2001, among Rio Tinto Finance (USA) Limited, Rio Tinto plc, Rio Tinto Limited and The Chase Manhattan Bank (incorporated by reference to Exhibit 4.1 to the Registrants Registration Statement on Form F-3 (File No. 333-151839) filed with the Commission on June 23, 2008).
- 1.2 Officer s Certificate of Rio Tinto Finance (USA) Limited pursuant to Section 301 of the Indenture, dated April 17, 2009, setting forth the terms of its U.S.\$2,000,000,000 8.95% Notes due 2014 and its U.S.\$1,500,000,000 9.00% Notes due 2019.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each registrant has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

**Rio Tinto Finance (USA) Limited
(Registrant)**

By: /s/ Stephen Consedine
Name: Stephen John Consedine
Title: Director

**Rio Tinto plc
(Registrant)**

By: /s/ Ben Mathews
Name: Ben Mathews
Title: Company Secretary

**Rio Tinto Limited
(Registrant)**

By: /s/ Ben Mathews
Name: Ben Mathews
Title: Assistant Secretary

Date: April 22, 2009

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