

VALLEY OF THE RIO DOCE CO  
Form 8-A12B  
March 05, 2002

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

COMPANHIA VALE DO RIO

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(Exact name of registrant as specified in its charter)

Brazil

None

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(Jurisdiction of incorporation or organization)

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(IRS Employer Identification No.)

Avenida Graca Aranha, No. 26  
20005-900 Rio de Janeiro, RJ, Brazil

None

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(Address of principal executive offices)

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(Zip Code)

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.  [X]

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.  [ ]

Securities Act registration statement file number to which this form relates:  
None

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS  
TO BE SO REGISTERED

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American Depositary Shares ("ADSs"),  
each representing one Common Share

Common Shares, no par value per share  
("Common Shares") (1)

NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED

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New York Stock Exchange

New York Stock Exchange

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Securities to be registered pursuant to Section 12(g) of the Act:

None

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(1) Application is made for listing in connection with the listing of the ADSs, not trading, pursuant to the requirements of the New York Stock Exchange.

ITEM 1. DESCRIPTION OF THE REGISTRANT'S SECURITIES TO BE REGISTERED.

The description under the headings "Description of Capital Stock" and "Description of American Depositary Shares" relating to the Registrant's common shares, without par value (the "Common Shares") and American Depositary Shares representing one Common Share (the "ADSs"), in the Prospectus included in the Form F-3 (No. 333-82136) (the "F-3") filed with the Securities and Exchange Commission on February 5, 2002, as amended, and the form of American Depositary Receipt evidencing American Depositary Shares filed as an exhibit to the Form F-6 (No. 333-83702) filed under the Securities Act of 1933, as amended with the Securities and Exchange Commission, are incorporated herein by reference.

ITEM 2. EXHIBITS

1.1 Deposit Agreement incorporated by reference to Exhibit 1 of Form F-6 (File No. 333-83702).

1.2 Instrument corresponding to Articles of Incorporation and By-laws of the Registrant as revised on April 25, 2001, incorporated by reference to Exhibit 1(a) and 1(b) of the Form 20-F of the Registrant filed on June 26, 2001 (File No. 000-26030 ).

SIGNATURE

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

COMPANHIA VALE DO RIO DOCE

By: /s/Roger Agnelli

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Name: Roger Agnelli  
Title: Chief Executive Officer

By: /s/ Gabriel Stoliar

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Name: Gabriel Stoliar  
Title: Executive Officer--  
Corporate Center and Investors Relations