

RIO TINTO FINANCE USA LTD

Form 8-A12B

July 14, 2008

**Table of Contents**

**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**

<b>RIO TINTO FINANCE (USA) LIMITED</b>	<b>RIO TINTO PLC</b>	<b>RIO TINTO LIMITED</b>
<i>(Exact Name of Registrant as Specified in Its Charter)</i>	<i>(Exact Name of Registrant as Specified in Its Charter)</i>	<i>(Exact Name of Registrant as Specified in Its Charter)</i>
<b>Australia</b>	<b>England and Wales</b>	<b>Australia</b>
<i>(State of Incorporation or Organization)</i>	<i>(State of Incorporation or Organization)</i>	<i>(State of Incorporation or Organization)</i>
<b>Not Applicable</b>	<b>Not Applicable</b>	<b>Not Applicable</b>
<i>(I.R.S. Employer Identification No.)</i>	<i>(I.R.S. Employer Identification No.)</i>	<i>(I.R.S. Employer Identification No.)</i>
<b>Level 33</b>	<b>5 Aldermanbury Square</b>	<b>Level 33</b>
<b>120 Collins Street</b>	<b>London EC2V 7HR</b>	<b>120 Collins Street</b>
<b>Melbourne, Victoria 3000</b>	<b>United Kingdom</b>	<b>Melbourne, Victoria 3000</b>
<b>Australia</b>	<i>(Address of Principal Executive offices)</i>	<b>Australia</b>
<i>(Address of Principal Executive offices)</i>		<i>(Address of Principal Executive offices)</i>

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.

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:

333-151839

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

**Title of Each Class  
to be so Registered**

U.S.\$2,500,000,000 5.875% Notes due 2013  
 U.S.\$1,750,000,000 6.500% Notes due 2018  
 U.S.\$750,000,000 7.125% Notes due 2028

Securities to be registered pursuant to Section 12(g) of the Act: None.

**Name of Each Exchange on Which  
Each Class is to be Registered**

New York Stock Exchange  
 New York Stock Exchange  
 New York Stock Exchange

**TABLE OF CONTENTS**

Item 1. Description of Registrants Securities to be Registered

Item 2. Exhibits

SIGNATURE

INDEX TO EXHIBITS

EX-1.2: OFFICER'S CERTIFICATE

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**Table of Contents**

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 June 25, 2008 (the Prospectus Supplement ), relating to the U.S.\$2,500,000,000 5.875% Notes due 2013, the U.S.\$1,750,000,000 6.500% Notes due 2018 and the U.S. \$750,000,000 7.125% Notes due 2028 (collectively, the Notes ), which are to be registered hereunder, to a prospectus dated June 23, 2008 (the Prospectus ) filed under Rule 424(b) and forming a part of the Registrants Registration Statement on Form F-3 (File No. 333-151839). 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 in the Prospectus Supplement and under Description of Guaranteed Debt Securities and Taxation in the Prospectus.

**Item 2. Exhibits**

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 June 27, 2008, setting forth the terms of its U.S.\$2,500,000,000 5.875% Notes due 2013, its U.S.\$1,750,000,000 6.500% Notes due 2018 and its U.S.\$750,000,000 7.125% Notes due 2028.

**Table of Contents**

**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 Creese

Name: Stephen Ernest Nigel  
Creese  
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: June 27, 2008

**Table of Contents**

**INDEX TO EXHIBITS**

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