

Vale S.A.  
Form 6-K  
September 29, 2017  
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**United States**  
**Securities and Exchange Commission**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the**

**Securities Exchange Act of 1934**

**For the month of**

**September 2017**

**Vale S.A.**

**Avenida das Américas, No. 700 Bloco 8, Sala 218  
22640-100 Rio de Janeiro, RJ, Brazil**

(Address of principal executive office)

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1))

(Check One) Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7))

(Check One) Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes  No

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82- .)

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PUBLICLY HELD COMPANY

National Corporate Taxpayer Number (*Cadastro Nacional de Pessoas Jurídicas* - CNPJ) 33.592.510/0001-54

**EXTRAORDINARY SHAREHOLDERS MEETING**

**NOTICE OF MEETING**

The Shareholders of Vale S.A. ( Vale or the Company ) are invited to meet in an Extraordinary Shareholders Meeting, to be held on October 18, 2017, at 10 a.m., at the address Avenida das Américas n. 700, 2nd floor, room 218 (auditorium), Città America, Barra da Tijuca, in this City, in order to vote on the following items on the Agenda:

I. Amend Vale s By-laws to implement certain adjustments and improvements described below, namely:

1. Amend the head paragraph of Art. 5 to reflect the composition of the Company s capital stock after the corporate restructuring;

2. Modify the head paragraph of Art. 9, to set forth that the Secretary of the Meeting will henceforth be appointed by the Chairman of the Meeting;

3. Amend the Sole Paragraph of Art. 9 which becomes §1, in order to set forth that any person appointed by the Chairman of the Board of Directors may preside over the Meeting, in cases of absence or temporary impediment of the Chairman or Vice-Chairman of the Board of Directors or their respective alternates;

4. Include §2 to Art. 9 to establish that the minutes of the meetings will be drawn up in the form of summary and that they will be signed by enough shareholders needed to constitute the quorum necessary for approval of the items;
  
5. Amend Art. 14, item XVIII, to set forth that the secretary of governance shall be appointed by the Board of Directors, and, as a result, exclude §15 of Art. 11 and §2 of Art. 13 that mentioned the Secretary of the Board of Directors;
  
6. Modify Art. 14, item XXVI, to clarify the wording on the provision of guarantees in general by the Company;
  
7. Include §3 in Art. 14 in order to establish that Vale and its subsidiaries are prohibited from contributing to political parties, and to their representatives or candidates;

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8. Amend the head paragraph of Art. 15 to create the Financial Committee, Personnel Committee, Compliance and Risk Committee, Audit Committee and Sustainability Committee;
  
9. Adapt the wording of §1 of Art. 18 on the appointment of members of Vale's Advisory Committees ( Committees );
  
10. Amend the title and head paragraph of Art. 19 to determine that the working and responsibilities of the Committees shall be defined by the Board of Directors in the internal rules of each of the Committees;
  
11. Due to the amendment above, exclude Subsection IV, Arts. 20 to 25, with the consequent renumbering of the other articles of the By-laws and updating of the cross references mentioned in the current Arts. 14, XVII; 31, §1; 33, V and VI; 34, IV; 46; 49, I; 51, §§ 5<sup>th</sup>, 6<sup>th</sup> and 8<sup>th</sup>; 53; 54; 55 and 56;
  
12. Include §3 in Art.19 to set forth that it is the Board of Directors' duty, within its legal limits, to determine that certain responsibilities of the Fiscal Council will henceforth be exercised, exclusively, by the Audit Committee; and
  
13. Include a cross reference in §1 of Art. 39 to set forth that certain additional responsibilities of the Fiscal Council will henceforth be exercised by the Audit Committee;
  
- II. Proposal for conversion of all class A preferred shares issued by the Company into common shares at the ratio of 0.9342 common shares to each class A preferred share; and
  
- III. Election of two independent members of the Board of Directors in order to fill vacant positions until the end of the management term of the current Board of Directors.

The effectiveness of the vote made with regard to item II of the Agenda shall be subject to prior approval of the item by holders of more than half of the class A preferred shares, meeting in a Special Shareholders' Meeting, to be held on the same date, pursuant to §1 of Art. 136 of Law No. 6,404/1976 and amendments.

All the relevant documentation regarding the items to be voted on in the Shareholders' Meeting are available to the shareholders at Vale's head office, on its website (<http://www.vale.com>) and on the websites of the Brazilian Securities and Exchange Commission (*Comissão de Valores*

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*Mobiliários*) ([www.cvm.gov.br](http://www.cvm.gov.br)), the B3 Brazilian Stock Exchange (*B3 S.A. Brasil, Bolsa, Balcão*) ([www.b3.com.br](http://www.b3.com.br)) and the Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)).

The shareholder may participate in the Meeting in person or through a duly established proxy, observing the terms of §1 of Art. 126 of Law 6,404/76. In this case, the proxy must have been established within one (1) year and be a shareholder, administrator, lawyer registered with the Brazilian Bar Association or a financial institution. As provided in Circular Letter/CVM/SEP/No.01/2017, legal entity shareholders may be represented at the Meeting through their legal representatives or through duly constituted agents, in

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accordance with the company's formation documents and under the rules of the Brazilian Civil Code, and in this specific case there is no need for the agent to be a shareholder, an administrator of the company or a lawyer. Similarly, the shareholders that are investment funds, as decided by the CVM Board in the scope of CVM Administrative Procedure No. RJ-2014-3578, may be represented at the Meeting through legal representatives or through agents duly established by their manager or administrator, as provided under their by-laws.

We inform that the shareholder should appear at the Meeting providing proof of ownership of Vale shares issued within four (4) business days prior to the date of the Meeting, by the depository financial institution or custodian, as well as: **(a)** in the case of an individual shareholder, valid photo I.D. or, if applicable, the I.D. of the shareholder's proxy and respective power of attorney; **(b)** in the case of a legal entity shareholder, the valid photo I.D. of the legal representative and the documents proving representation, including the proxy appointment and copy of the formation documents and of the minutes of the election of the administrators, and, **(c)** in the case of investment fund, the valid photo I.D. of the legal representative and the documents proving representation, including the proxy appointment and copy of the fund by-laws in force, of the formation documents of its administrator or manager, as the case may be, and minutes of the election of the administrators of the administrator or manager. If such documents are in a foreign language, they must be translated into Portuguese by a sworn translator, and notarization and consularization shall not be necessary. It should be noted that documents in English and Spanish do not need to be translated.

The representation documents will be checked to ensure they are in order before the Meeting is held.

To expedite the process of conducting the Meeting, we request that the shareholders who will be represented by proxy kindly deliver the documents proving representation, as mentioned above, at least 72 (seventy-two) hours prior to the Meeting.

The Company shall also allow its shareholders, for this Shareholders' Meeting, to exercise their voting rights through absentee ballot. In this case, by October 11, 2017 (inclusive), the shareholder must transmit instructions for completion, sending the respective absentee ballot to: 1) the depository of the Company's shares; 2) their respective custodians that render this service, in the case of shareholders holding shares deposited in the central depository; or 3) directly to the Company. For additional information, the shareholder shall comply with the rules set forth in CVM Instruction 481/2009 and the procedures described in the absentee ballot provided by the Company, as well as the respective Manual for Participation in the Meeting.

Rio de Janeiro, September 15, 2017.

**Gueitiro Matsuo Genso**

**Chairman of the Board of Directors**



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**Manual for Participation**

**in the Vale S.A.**

**Extraordinary Shareholders Meeting**

**October 18, 2017**

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**Exhibit II** Information about the candidates to the two available positions on the Board of Directors, as set forth in Art. 10 of CVM Instruction 481/2009.

**Exhibit III** Report in table form, detailing the origin and justification of the amendments proposed to Vale's By-Laws, including any legal and economic effects, as well as the draft of Vale's By-Laws, highlighting the proposal for wording of each provisions of the by-laws to be changed, pursuant to article 11 of CVM Instruction 481/2009.

**Exhibit IV** Information required by article 17 of CVM Instruction 481/2009.

**Exhibit V** Information required by article 20 of CVM Instruction 481/2009.

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**I. Notice of Meeting**

The Shareholders of Vale S.A. ( Vale or Company ) are hereby called to the Extraordinary Shareholders Meeting which will be held on October 18, 2017, at 10 a.m., at the address Avenida das Américas no. 700, 2nd floor, Room 218 (auditorium), Città America, Barra da Tijuca, in the city of Rio de Janeiro, in order to vote on the following items on the Agenda:

- I. Amendment to Vale s By-Laws to implement certain adjustments and improvements described below, namely:
1. Amend the head paragraph of Art. 5 to reflect the composition of the Company s capital stock after the corporate restructuring;
  2. Modify the head paragraph of Art. 9, to set forth that the Secretary of the Meeting become to be appointed by the Chairman of the Meeting;
  3. Amend Sole Paragraph of Art. 9 which becomes §1, in order to provide that any person appointed by the Chairman of the Board of Directors presided over by the Meeting, in cases of absence or temporary impediment of the Chairman or vice-chairman of the Board of Directors of their respective alternates;
  4. Include §2 to Art. 9 to establish that the minutes of the meetings will be drawn up in the form of summary and that they will be signed by enough shareholders needed to constitute the quorum necessary for approval of the items;
  5. Amend Art. 14, item XVIII, to set forth that the secretary of governance shall be appointed by the Board of Directors, and, as a result, exclude §15 of Art. 11 and §2 of Art. 13 that mentioned the Secretary of the Board of Directors;

6. Modify Art. 14, item XXVI, to clarify the wording on the provision of guarantees in general by the Company;
  
7. Include §3 in Art. 14 in order to establish that Vale and its subsidiaries are prohibited from contributing to political parties, and to their representatives or candidates;
  
8. Amend the head paragraph of Art. 15 to organize the Financial Committee, Personnel Committee, Compliance and Risk Committee, Audit Committee and Sustainability Committee;
  
9. Adapt the wording of §1 of Art. 18 on the appointment of members of Vale s Advisory Committees (Committees );
  
10. Amend the title and head paragraph of Art. 19 to determine that the working and responsibilities of the Committees shall be defined by the Board of Directors in the internal rules of each of the Committees;

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11. Due to the amendment above, exclude Subsection IV, Arts. 20 to 25, with the consequent renumbering of the other articles of the By-laws and updating of the cross references mentioned in the current Arts. Arts. 14, XVII; 31, §1; 33, V and VI; 34, IV; 46; 49, I; 51, §§ 5<sup>th</sup>, 6<sup>th</sup> and 8<sup>th</sup>; 53; 54; 55 and 56;

12. Include §3 in Art.19 to set forth that it is the Board of Directors duty, within its legal limits, to determine that certain responsibilities of the Fiscal Council will henceforth be exercised, exclusively, by the Audit Committee; and

13. Include a cross reference in §1 of Art. 39 to set forth that certain additional responsibilities of the Fiscal Council will henceforth be exercised by the Audit Committee;

II. Proposal for conversion of all class A preferred shares issued by the Company into common shares at the ratio of 0.9342 common shares to each class A preferred share; and

III. Election of two independent members of the Board of Directors in order to fill vacant positions until the end of the management term of the current Board of Directors.

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## II. Procedures for Participation in the Meeting

The shareholders' participation in the Extraordinary Shareholders' Meeting ( Meeting ) is of utmost importance. For the Meeting to be held, the presence of at least ¼ (one quarter) of the Company's capital stock with voting rights is necessary to vote on the issues set forth in items (ii) and (iii) of the Meeting's Agenda, and 2/3 (two thirds) of the Company's capital stock with voting rights is necessary to address the proposals of the amendments to the by-laws, item (i) of the Meeting's Agenda. If either of these quorums is not met, the Company will publish a new Notice of Meeting announcing the new date for the Meeting to be held at second call to address the pending subjects, which can be held with the presence of any number of shareholders.

Vale's shareholders may attend the Shareholders' Meeting **in person**, by a **duly constituted proxy**, or **by sending an absentee ballot, pursuant to CVM Instruction 481/2009** of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* - CVM ), as amended ( CVM Instruction 481/2009 ).

### 2.1. Participation in Person

The following documents are required for shareholders to participate in person in the Meeting:

#### Individual

- valid photo I.D. (original or certified copy) of the shareholder. The following documents may be submitted: (i) Identity Card (RG); (ii) Foreigner's Identity Card (RNE); (iii) Passport; (iv) Professional Association card accepted as identification for legal purposes (for example, OAB, CRM, CRC, CREA); or (v) Driver's License (CNH).

- proof of ownership of shares issued by Vale issued by the depository financial institution or custodian up to four (4) business days before the date of the Meeting.

#### Legal Entity



- valid photo I.D. of the legal representative (original or certified copy). The following documents may be submitted: (i) Identity Card (RG) or Foreigner s Identity Card (RNE); (ii) Passport; (iii) Professional Association card accepted as identification for legal purposes (for example, OAB, CRM, CRC, CREA); or (iv) Driver s License (CNH).
  
- documents proving representation, including the

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proxy appointment and copy of the formation documents and of the minutes of the election of the directors, and, in the case of investment fund, copies of (i) the fund by-laws in force, (ii) the formation documents of its director or manager, as the case may be, and (iii) the election of such directors. If such documents are in a foreign language, they must be translated into Portuguese by a sworn translator, and notarization and consularization shall not be necessary. It should be noted that documents in English and Spanish do not need to be translated either.

- proof of ownership of shares issued by Vale issued by the depository financial institution or custodian up to four (4) business days before the date of the Meeting.

We remind you that the documents will be checked to ensure they are in order before the beginning of the Meeting. For this reason, the shareholders are requested to kindly arrive in advance of the aforementioned Meeting so that the documents can be duly checked in a timely manner for their participation.

## 2.2. Participation by Proxy

Shareholder participation in the Meeting can be through a duly constituted proxy, observing the terms of Art. 126, §1 of Law no. 6,404 of December 15, 1976, as amended ( Law 6,404/76 ). The proxy must have been nominated less than one (1) year previously, and be a shareholder, a manager, a lawyer registered with the Brazilian Bar Association (*Ordem de Advogados do Brasil* - OAB), or be a financial institution, and the members of investment funds must be represented by their fund management company.

Pursuant to the provisions set forth in Circular-Letter/CVM/SEP/no. 01/2017, shareholders that are **legal entities** may be represented in the shareholders' meeting by their legal representatives or by a duly constituted proxy in accordance with the provisions of their respective formation documents and the Brazilian Civil Code. In this specific case, it is not required that the proxy of the legal entity shareholder be qualified as a shareholder, a company manager or a lawyer. Accordingly, **investment fund** shareholders, pursuant to the decision of the CVM Board under CVM Administrative Proceeding no. RJ-2014-3578, may be represented in the shareholders' meeting through legal representatives or through proxies duly constituted by their manager or director, in accordance with their by-laws. In any case, it should be noted that **legal entity** shareholders and **investment fund** shareholders who wish to be represented in the Meeting by proxy must submit, in addition to the proxy appointment and proxy's I.D., all the documents mentioned in item 2.1 above.



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Any proxy written in a foreign language must be accompanied by the corporate documents, in the case of a legal entity, and the proxy instrument, all duly translated into Portuguese by a sworn translator, and notarization and consularization shall not be necessary. It should be noted that documents in English and Spanish do not need to be translated.

In item VI of this Manual, there is a proxy template for the shareholders' reference. Shareholders may also use proxies other than that suggested in this Manual, as long as they are in accordance with the provisions of Law 6,404/76 and the Brazilian Civil Code.

To expedite the process of conducting the Meeting, those shareholders represented through a power of attorney (proxy) may, at their sole and exclusive discretion, send the representation documents at least 72 (seventy-two) hours prior to aforementioned Meeting, to the following address:

**Attn.: Investor Relations Officer**

Avenida das Américas no. 700, bloco 8, 2 andar, sala 218

Barra da Tijuca - Rio de Janeiro - RJ

Despite the above-mentioned deadline, we point out that the shareholder who appears by the start of the Meeting with the required documents will be entitled to participate and vote, even if he or she has not submitted them to the Company in advance.

We remind you that the representation documents will be checked before the beginning of the Meeting to ensure they are in order. For this reason, shareholders are requested to kindly arrive in advance of the Meeting so that the documents necessary for their participation can be duly checked in timely manner for their participation.

**2.3. Participation of Holders of American Depositary Shares ( ADSs )**

Holders of ADSs may attend the Meeting, in which they will be represented by Citibank N.A. (Citibank), as a depository financial institution, observing the terms and procedures set forth in the Deposit Agreement signed with Vale. Citibank will send the voting cards (proxies) to the ADS holders so that they may exercise their voting rights, and will be representing in the Meeting through its representative in Brazil, Banco Bradesco S.A.

**2.4. Participation by Absentee Ballot**

As set forth in art. 21-A and subsequent articles of CVM Instruction 481/2009, the Company's shareholders may send, as of this date, their voting instructions with respect to the matters addressed at the Meeting by completing and sending the absentee ballot (Ballot), attached as Exhibit I to this Manual. The content of the Ballot should reflect Exhibit 21-F of CVM Instruction 481/2009, which unites all the proposals for vote included in the Meeting's Agenda.

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The Ballot must:

- be accessed, to be printed and completed in advance, under the banner AGE 10.18.2017 on the first page of the Company's website (www.vale.com), as well as on the website of the CVM; and
- be received at least seven (7) days prior to the Meeting date, i.e., by 10.11.2017 (inclusive). Any voting ballots received after this date will be disregarded.

The shareholder opting to exercise his or her vote through the Ballot must do so through one of the following options:

- (i) through instructions for completion transmitted to the Company's depository;
- (ii) through instructions for completion transmitted to their respective custodians, in the case of shareholders holding shares deposited in a central depository; or
- (iii) through sending the Ballot directly to the Company.

After the deadline for absentee voting, namely, as of 10.12.2017, the shareholders can no longer change the voting instructions sent, except at the Meeting, in person or through a duly constituted proxy, upon specific request to disregard the voting instructions sent by Ballot, before the respective matter is put up to vote.

**2.4.1. Through instructions for completion transmitted to the Company's depository**

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This option is exclusively for shareholders holding shares deposited with Banco Bradesco S.A. and that are not deposited in the central depository:

The shareholder holding shares that are not deposited in the central depository – namely, at the *B3 S.A. Brasil, Bolsa, Balcão* (São Paulo Stock Exchange) (B3) – and who opts to exercise his or her right to absentee voting through providers of depository services of the Company's shares, Banco Bradesco S.A. (Bradesco), shall appear at any one of Bradesco's 5,300 branches at least 7 days before the Meeting date, during the local banking hours, and submit the completed Ballot, initialed and signed, as well as the documents identified in the table below, so that the information in the Ballot may be transferred to Bradesco's systems.

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<b>Documents to be submitted at the Bradesco branch, together with the Ballot</b>	<b>Individual</b>	<b>Legal Entity</b>	<b>Investment Fund</b>
CPF and Photo ID of the shareholder or legal representative *	x	x	x
Formation Documents, consolidated and updated **	o	x	x
Document proving powers of representation **	o	x	x
Consolidated and updated fund by-laws	o	o	x

\* Types of I.D. accepted: RG, RNE, CNH, Passport and officially recognized professional association card.

\*\* For investment funds, manager and/or administrator documents, observing the voting policy.

Under art. 21-B of CVM Instruction 481/2009, the shareholder must transmit the instructions for completing the Ballot to the depository agent at least seven (7) days before the Meeting is conducted, i.e., by 10.11.2017 (inclusive).

Shareholders with questions may contact Bradesco as follows:

Tel: 0800 701 1616

e-mail: 4010.acecustodia@bradesco.com.br

**Bradesco informs that the information above was inserted solely so the shareholder can have a channel to ask any questions related to sending the ballot to the depository agent. However, Bradesco shall not accept the receipt of Ballots through electronic mail, and only ballots submitted through any Bradesco branch shall be considered, in the terms and conditions set forth in this Manual.**

**2.4.2. Through instructions for completion transmitted to their respective custodians**

This option is exclusively for shareholders holding shares under custody of the central depository i.e., at B3. In this case, the absentee vote shall be exercised by shareholders in accordance with the procedures adopted by their respective custodians.

The shareholder holding the shares deposited in the Central Depository of B3 and who opts to exercise his or her right to absentee vote through service providers must transmit their voting instructions to their respective custodians, observing the rules established by them, which, in turn,



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shall forward such voting intentions to the Central Depository of B3.

To do so, the shareholders should get in touch with their respective custodians and check the procedures established by them to issue the voting instructions through the Ballot, as well as the documents and information they require to exercise such right, in order to send the respective ballot in a timely manner for their participation.

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Under art. 21-B of CVM Instruction 481/2009, the shareholder must transmit the instructions for completing the Ballot to their custodians at least seven days before the Meeting is conducted, i.e., by 10.11.2017 (inclusive), unless a different deadline, which must be before such date, is established by their custodians.

Please note that, as established by art. 21-S of CVM Instruction 481/2009, the Central Depository of B3, upon receiving voting instructions of shareholders through their respective custodians, will disregard any instructions differing from that same vote that may have been issued by the same CPF (Individual Taxpayer I.D.) or CNPJ (Corporate Taxpayer I.D.) number.

**2.4.3. Through sending the Ballot directly to the Company**

The shareholders may also, as an alternative to the procedures described in items 2.4.1 and 2.4.2 above, send their Ballots directly to the Company.