

RIO TINTO PLC  
Form FWP  
May 18, 2011

*Filed pursuant to Rule 433*

*Registration Statement No. 333-151839*

*May 17, 2011*

Rio Tinto Finance (USA) Limited

Pricing Term Sheet

May 17, 2011

**2016 Notes**

|  |   |
|--|---|
| Issuer:                                | Rio Tinto Finance (USA) Limited                                 |
| Guarantors:                            | Rio Tinto plc and Rio Tinto Limited                             |
| Size:                                  | \$700,000,000   |
| Maturity:                              | May 20, 2016  |
| Coupon:                                | 2.500%  |
| Price to Public:                       | 99.506%   |
| Underwriting Discount and Commissions: | 0.35%   |
| Yield to maturity:                     | 2.606%  |
| Spread to Benchmark Treasury:          | T + 83 bps  |
| Benchmark Treasury:                    | 2.000% due April 30, 2016                                       |
| Benchmark Treasury Price and Yield:    | 101-01 <sup>3</sup> / <sub>4</sub> / 1.776%                     |
| Interest Payment Dates:                | May 20 and November 20, commencing November 20, 2011            |
| Make-whole call:                       | At any time at a discount rate of Treasury plus 15 basis points |
| Settlement:                            | T+3; May 20, 2011   |
| CUSIP / ISIN:                          | 767201AM8 / US767201AM88  |
| Ratings <sup>1</sup> :                 | A3 / A- (stable / stable)                                       |
| Joint Bookrunners:                     | Deutsche Bank Securities Inc.                                   |

J.P. Morgan Securities LLC

RBS Securities Inc.

Morgan Stanley & Co. Incorporated

RBC Capital Markets, LLC

Co-managers:

SG Americas Securities, LLC  
Banco Bilbao Vizcaya Argentaria, S.A.

BNP Paribas Securities Corp.

Mitsubishi UFJ Securities

Mizuho Securities USA Inc.

Natixis Securities North America Inc.

Santander Investment Securities Inc.

## Edgar Filing: RIO TINTO PLC - Form FWP

The issuer has filed a registration statement (including a prospectus) with the Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Commission Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. at +1 800 503 4611; J.P. Morgan Securities LLC toll free at +1 866 834 4666; RBS Securities Inc. toll free at +1 866 884 2071.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.

<sup>1</sup> A rating is not a recommendation to buy, sell or hold the securities, and may be subject to revision, suspension or withdrawal at any time by the assigning rating agencies.

Rio Tinto Finance (USA) Limited

Pricing Term Sheet

May 17, 2011

**2021 Notes**

|  |   |
|--|---|
| Issuer:                                | Rio Tinto Finance (USA) Limited                                 |
| Guarantors:                            | Rio Tinto plc and Rio Tinto Limited                             |
| Size:                                  | \$1,000,000,000   |
| Maturity:                              | May 20, 2021  |
| Coupon:                                | 4.125%  |
| Price to Public:                       | 99.935%   |
| Underwriting Discount and Commissions: | 0.45%   |
| Yield to maturity:                     | 4.133%  |
| Spread to Benchmark Treasury:          | T + 103 bps   |
| Benchmark Treasury:                    | 3.125% due May 15, 2021   |
| Benchmark Treasury Price and Yield:    | 100-06 / 3.103%   |
| Interest Payment Dates:                | May 20 and November 20, commencing November 20, 2011            |
| Make-whole call:                       | At any time at a discount rate of Treasury plus 20 basis points |
| Settlement:                            | T+3; May 20, 2011   |
| CUSIP / ISIN:                          | 767201AN6 / US767201AN61  |
| Ratings <sup>1</sup> :                 | A3 / A- (stable / stable)                                       |
| Joint Bookrunners:                     | Deutsche Bank Securities Inc.                                   |

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RBS Securities Inc.

Morgan Stanley & Co. Incorporated

RBC Capital Markets, LLC

Co-managers:

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Banco Bilbao Vizcaya Argentaria, S.A.

BNP Paribas Securities Corp.

Mitsubishi UFJ Securities

Mizuho Securities USA Inc.

Natixis Securities North America Inc.

Santander Investment Securities Inc.

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Rio Tinto Finance (USA) Limited

Pricing Term Sheet

May 17, 2011

**2040 Notes**

Issuer: Rio Tinto Finance (USA) Limited  
Guarantors: Rio Tinto plc and Rio Tinto Limited  
Further Issue: The notes offered hereby constitute a further issuance of the \$500,000,000 principal amount of the 5.200% notes due 2040 that were issued on November 2, 2010 (the November 2040 notes ). The notes will form a single series with the November 2040 notes and will have the same terms other than the initial offering price. Immediately upon settlement, the notes will have the same CUSIP number and will trade interchangeably with the November 2040 notes. Upon completion of this offering, \$800,000,000 of the 5.200% notes due 2040 will be outstanding.

Size: \$300,000,000  
Maturity: November 2, 2040  
Coupon: 5.200%  
Price to Public: 98.091% of face amount, plus accrued interest from May 2, 2011  
Accrued Interest: 18 days (\$780,000)  
Underwriting Discount and Commissions: 0.875%  
Yield to maturity: 5.329%  
Spread to Benchmark Treasury: T + 112.5 bps  
Benchmark Treasury: 4.750% due February 15, 2041  
Benchmark Treasury Price and Yield: 109-07 / 4.204%  
Interest Payment Dates: May 2 and November 2 of each year  
Make-whole call: At any time at a discount rate of Treasury plus 20 basis points  
Settlement: T+3; May 20, 2011  
CUSIP / ISIN: 767201AL0 / US767201AL06  
Ratings<sup>1</sup>: A3 / A- (stable / stable)  
Joint Bookrunners: Deutsche Bank Securities Inc.

J.P. Morgan Securities LLC

RBS Securities Inc.

Morgan Stanley & Co. Incorporated

RBC Capital Markets, LLC

Co-managers:

SG Americas Securities, LLC  
Banco Bilbao Vizcaya Argentaria, S.A.

BNP Paribas Securities Corp.

Mitsubishi UFJ Securities

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United States Federal Income Taxation:

The notes should form part of a qualified reopening for U.S. federal income tax purposes and, therefore, should be treated as fungible with the November 2040 notes for U.S. federal income tax purposes.

<sup>1</sup> A rating is not a recommendation to buy, sell or hold the securities, and may be subject to revision, suspension or withdrawal at any time by the assigning rating agencies.

The portion of the initial purchase price of the notes that is allocable to interest that has accrued prior to the issue date of the notes offered hereunder ( pre-issuance accrued interest ) should be subtracted from the purchase price of the notes. A portion of the first interest payment will be treated as a nontaxable return of the pre-issuance accrued interest and not as interest payable on the notes. U.S. Holders should consult their tax advisers concerning the U.S. federal income tax treatment of pre-issuance accrued interest.

For a description of other U.S. federal income tax considerations relating to the acquisition, ownership and disposition of the notes, U.S. Holders should read the section entitled Taxation United States Federal Income Taxation in the base prospectus.

The notes are offered as part of a reopening of a series of previously issued notes, as described above. The notes offered hereby will have the same terms as, and will be fungible with, the notes previously issued, but will be offered at a different offering price. Once issued, the notes offered hereby will become part of the same series as the notes previously issued.

The issuer has filed a registration statement (including a prospectus) with the Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Commission Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. at +1 800 503 4611; J.P. Morgan Securities LLC toll free at +1 866 834 4666; RBS Securities Inc. toll free at +1 866 884 2071.

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