

RIO TINTO PLC  
Form FWP  
August 17, 2012

*Filed pursuant to Rule 433*

*Registration Statement No. 333-175037*

*August 16, 2012*

Rio Tinto Finance (USA) plc

Pricing Term Sheet

August 16, 2012

**2017 Notes**

|  |  |
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| Issuer:                                | Rio Tinto Finance (USA) plc  |
| Guarantors:                            | Rio Tinto plc and Rio Tinto Limited  |
| Principal Amount:                      | \$1,250,000,000  |
| Maturity:                              | August 21, 2017  |
| Coupon:                                | 1.625% per annum   |
| Price to Public:                       | 99.452%  |
| Underwriting Discount and Commissions: | 0.350%   |
| Yield to maturity:                     | 1.740%   |
| Spread to Benchmark Treasury:          | 93 bps   |
| Benchmark Treasury:                    | 0.500% due July 31, 2017   |
| Benchmark Treasury Price and Yield:    | 98-16, 0.810%  |
| Interest Payment Dates:                | Semi-annually in arrears on February 21 and August 21 of each year, commencing on February 21, 2013  |
| Optional Redemption:                   | A redemption price equal to (i) if redemption occurs prior to July 21, 2017, the greater of (x) 100% of the principal amount of the notes to be redeemed and (y) as certified to the trustee by the Issuer or Rio Tinto, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 15 basis points or (ii) if redemption occurs on or after July 21, 2017, 100% of the principal amount of the notes to be redeemed, together, in each case, with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. |
| Settlement:                            | T+3; August 21, 2012   |
| CUSIP / ISIN:                          | 76720A AE6 / US76720AAE64  |
| Ratings <sup>1</sup> :                 | A3(e)/A-(e)  |
| Joint Bookrunners:                     | HSBC Securities (USA) Inc.<br><br>Morgan Stanley & Co. LLC   |

## Edgar Filing: RIO TINTO PLC - Form FWP

RBS Securities Inc.

BNP Paribas Securities Corp.

RBC Capital Markets, LLC

SG Americas Securities, LLC

Standard Chartered Bank

Co-managers:

Mizuho Securities USA Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

TD Securities (USA) LLC

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange 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 Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's website 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 HSBC Securities (USA) Inc. toll-free at 1-866-811-8049, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or 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) plc

Pricing Term Sheet

August 16, 2012

**2022 Notes**

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| Issuer:                                | Rio Tinto Finance (USA) plc  |
| Guarantors:                            | Rio Tinto plc and Rio Tinto Limited  |
| Principal Amount:                      | \$1,000,000,000  |
| Maturity:                              | August 21, 2022  |
| Coupon:                                | 2.875% per annum   |
| Price to Public:                       | 98.688%  |
| Underwriting Discount and Commissions: | 0.450%   |
| Yield to maturity:                     | 3.028%   |
| Spread to Benchmark Treasury:          | 120 bps  |
| Benchmark Treasury:                    | 1.625% due August 15, 2022   |
| Benchmark Treasury Price and Yield:    | 98-05, 1.828%  |
| Interest Payment Dates:                | Semi-annually in arrears on February 21 and August 21 of each year, commencing on February 21, 2013  |
| Optional Redemption:                   | A redemption price equal to (i) if redemption occurs prior to May 21, 2022, the greater of (x) 100% of the principal amount of the notes to be redeemed and (y) as certified to the trustee by the Issuer or Rio Tinto, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 20 basis points or (ii) if redemption occurs on or after May 21, 2022, 100% of the principal amount of the notes to be redeemed, together, in each case, with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. |
| Settlement:                            | T+3; August 21, 2012   |
| CUSIP / ISIN:                          | 76720A AF3 / US76720AAF30  |
| Ratings <sup>1</sup> :                 | A3(e)/A-(e)  |
| Joint Bookrunners:                     | HSBC Securities (USA) Inc.<br><br>Morgan Stanley & Co. LLC<br><br>RBS Securities Inc.<br><br>BNP Paribas Securities Corp.<br><br>RBC Capital Markets, LLC<br><br>SG Americas Securities, LLC   |

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Co-managers:

Standard Chartered Bank

Mizuho Securities USA Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

TD Securities (USA) LLC

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Rio Tinto Finance (USA) plc

Pricing Term Sheet

August 16, 2012

**2042 Notes**

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| Issuer:                                | Rio Tinto Finance (USA) plc  |
| Guarantors:                            | Rio Tinto plc and Rio Tinto Limited  |
| Principal Amount:                      | \$750,000,000  |
| Maturity:                              | August 21, 2042  |
| Coupon:                                | 4.125% per annum   |
| Price to Public:                       | 97.346%  |
| Underwriting Discount and Commissions: | 0.875%   |
| Yield to maturity:                     | 4.283%   |
| Spread to Benchmark Treasury:          | 135 bps  |
| Benchmark Treasury:                    | 3.000% due May 15, 2042  |
| Benchmark Treasury Price and Yield:    | 100-10, 2.933%   |
| Interest Payment Dates:                | Semi-annually in arrears on February 21 and August 21 of each year, commencing on February 21, 2013  |
| Optional Redemption:                   | A redemption price equal to (i) if redemption occurs prior to February 21, 2042, the greater of (x) 100% of the principal amount of the notes to be redeemed and (y) as certified to the trustee by the Issuer or Rio Tinto, the sum of the present values of the Remaining Scheduled Payments discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus a spread of 25 basis points or (ii) if redemption occurs on or after February 21, 2042, 100% of the principal amount of the notes to be redeemed, together, in each case, with accrued interest on the principal amount of the notes to be redeemed to the date of redemption. |
| Settlement:                            | T+3; August 21, 2012   |
| CUSIP / ISIN:                          | 76720A AG1 / US76720AAG13  |
| Ratings <sup>1</sup> :                 | A3(e)/A-(e)  |
| Joint Bookrunners:                     | HSBC Securities (USA) Inc.<br><br>Morgan Stanley & Co. LLC<br><br>RBS Securities Inc.<br><br>BNP Paribas Securities Corp.<br><br>RBC Capital Markets, LLC<br><br>SG Americas Securities, LLC   |

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