

RIO TINTO PLC
Form 20-F/A
March 29, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended: 31 December 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from: to

or

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number: 001-10533

Commission file number: 001-34121

Rio Tinto plc

Rio Tinto Limited

ABN 96 004 458 404

(Exact Name of Registrant as Specified in Its Charter)

(Exact Name of Registrant as Specified in Its Charter)

England and Wales

Victoria, Australia

(Jurisdiction of Incorporation or Organisation)

(Jurisdiction of Incorporation or Organisation)

6 St. James's Square

Level 7, 360 Collins Street

London, SW1Y 4AD, United Kingdom

Melbourne, Victoria 3000, Australia

(Address of Principal Executive Offices)

(Address of Principal Executive Offices)

Julie Parent, T: 514-848-8519, E: julie.parent@riotinto.com

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

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

| Name of Each Exchange | | Name of Each Exchange | |
|-------------------------------|-------------------------|-----------------------|-------------------------|
| Title of Each Class | On Which Registered | Title of Each Class | On Which Registered |
| American Depositary Shares* | New York Stock Exchange | | |
| Ordinary Shares of 10p each** | New York Stock Exchange | | |
| 4.125% Notes due 2021 | New York Stock Exchange | 4.125% Notes due 2021 | New York Stock Exchange |
| 3.750% Notes due 2021 | New York Stock Exchange | 3.750% Notes due 2021 | New York Stock Exchange |
| 3.500% Notes due 2022 | New York Stock Exchange | 3.500% Notes due 2022 | New York Stock Exchange |
| 2.875% Notes due 2022 | New York Stock Exchange | 2.875% Notes due 2022 | New York Stock Exchange |
| 3.750% Notes due 2025 | New York Stock Exchange | 3.750% Notes due 2025 | New York Stock Exchange |
| 7.125% Notes due 2028 | New York Stock Exchange | 7.125% Notes due 2028 | New York Stock Exchange |
| 5.200% Notes due 2040 | New York Stock Exchange | 5.200% Notes due 2040 | New York Stock Exchange |
| 4.750% Notes due 2042 | New York Stock Exchange | 4.750% Notes due 2042 | New York Stock Exchange |
| 4.125% Notes due 2042 | New York Stock Exchange | 4.125% Notes due 2042 | New York Stock Exchange |

*Evidenced by American Depositary Receipts. Each American Depositary Share Represents one Rio Tinto plc Ordinary Shares of 10p each.

**Not for trading, but only in connection with the listing of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission

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

Title of Class Title of Class Shares
None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None None

Indicate the number of outstanding shares of each of the issuer’s classes of capital or common stock as of the close of the period covered by the annual report:

| Title of each class | Rio Tinto plc - Number | Rio Tinto Limited - Number | Title of each class |
|-----------------------------|------------------------|----------------------------|----------------------|
| Ordinary Shares of 10p each | 1,351,608,558 | 412,414,348 | Shares |
| DLC Dividend Share of 10p | 1 | 1 | DLC Dividend Share |
| Special Voting Share of 10p | 1 | 1 | Special Voting Share |

Indicate by check mark if the registrants are well-known seasoned issuers, as defined in rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrants are not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrants: (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days:

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, or non-accelerated filers. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark

if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark which basis of accounting the registrants have used to prepare the financial statements included in this filing:

US GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrants have elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Explanatory Note

This Amendment No. 1 to Form 20-F (“Form 20-F/A” or Amendment No. 1”) amends the annual report for the year ended 31 December 2017 of Rio Tinto plc and Rio Tinto Limited (“Rio Tinto”), which was filed with the Securities and Exchange Commission on 1 March 2018 (the “Original 2017 Form 20-F”). Rio Tinto is filing this Amendment No. 1 solely to furnish Exhibit 101, which was not included in the Original 2017 Form 20-F. Exhibit 101 includes information in eXtensible Business Reporting Language (XBRL).

Except as described above, this Amendment No. 1 does not amend any information set forth in the Original 2017 Form 20-F, and Rio Tinto has not updated disclosures included therein to reflect any events that occurred subsequent to 1 March 2018.

Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed furnished and not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, and are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and are otherwise not subject to liability under those sections.

PART III

Item 19. Exhibits.

Exhibit

Number Description of Exhibit

- 101 (1) Consolidated Balance Sheets as of 31 December 2017 and 2016;
- (2) Consolidated Statements of Income for the years ended 31 December 2017, 2016 and 2015;
- (3) Consolidated Statements of Cash Flows for the years ended 31 December 2017, 2016 and 2015;
- (4) Consolidated Statements of Equity for the years ended 31 December 2017, 2016 and 2015; and
- (5) Notes to Consolidated Financial Statements.
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Signature

The Registrants hereby certify that they meet all of the requirements for filing on Form 20-F/A and that they have duly caused and authorised the undersigned to sign this Amendment No. 1 to the Annual Report on their behalf.

Rio Tinto plc
(Registrant)

Rio Tinto Limited
(Registrant)

/s/ Steve Allen

Name: Steve Allen

Title: Company Secretary

Date: 29 March 2018

/s/ Steve Allen

Name: Steve Allen

Title: Joint Company Secretary

Date: 29 March 2018