

RIO TINTO PLC
Form SC 13D/A
February 13, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Rio Tinto plc

(Name of Issuer)

Ordinary Shares

American Depositary Shares (each representing four ordinary shares)

(Title of Class of Securities)

Ordinary Shares (ISIN GB 0007188757)

American Depositary Shares (CNSIP US 767204100)

(CUSIP Number)

J. Michael Schell, Esq.

Executive Vice President Business Development and Law

Alcoa Inc.

390 Park Avenue

New York, New York 10022-4608

212- 836-2600

Copies to:

Adam O. Emmerich, Esq.

Gregory E. Ostling, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

212-403-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 12, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box.o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. GB0007188757/US767204100

1. Names of Reporting Persons
Alcoa Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Pennsylvania

7. Sole Voting Power
0

8. Shared Voting Power
0

Number of Shares
Beneficially Owned
by Each Reporting
Person With

9. Sole Dispositive Power
0

Shared Dispositive Power

10.

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (11)

13. 0

Type of Reporting Person (See Instructions)

14. CO

This Amendment No. 1 on Schedule 13D (this Amendment) is being filed by Alcoa Inc. (Alcoa) and amends and supplements the Schedule 13D statement (the Statement) relating to the ordinary shares of 10p each (the Ordinary Shares) of Rio Tinto plc, a company incorporated in England and Wales (the Issuer or Rio) previously filed on February 11, 2008 by Aluminum Corporation of China (Chinalco), Aluminum Corporation of China Overseas Holdings Limited (Chinalco Overseas), Oriental Prospect Pte. Ltd. (SPV I), Shining Prospect Pte. Ltd. (SPV II), and together with Chinalco, Chinalco Overseas and SPV I, the Other Entities) and Alcoa. Capitalized terms used and not defined in this Amendment have the meanings set forth in the Statement.

Item 2. Identity and Background

Item 2 is hereby amended as follows:

This Amendment is being filed by Alcoa. Alcoa previously reported together with the Other Entities because they might have been deemed to constitute a group with respect to the Ordinary Shares and Alcoa might have been deemed to be a beneficial owner of certain securities indirectly and directly held by the Other Entities. In light of the redemption of the Alcoa Note (as further described under Item 5 below), Alcoa ceased to have any potential interest with respect to the Ordinary Shares and is filing this Amendment to clarify that it is no longer a member of any group with the Other Entities, that it has no beneficial ownership interest in any Ordinary Shares and that it will no longer be required to be a reporting person under Section 13(d) of the Act or the related rules promulgated thereunder.

The information set forth on Schedule IV to the Statement is hereby updated and amended as set forth on Schedule I hereto.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended as follows:

On February 12, 2009, Chinalco and Alcoa announced that they intended to explore opportunities to expand their commercial relationship to identify strategic ventures which would benefit from Chinalco's and Alcoa's complementary strengths and expertise in certain areas and that they agreed on the redemption of the Alcoa Note. A copy of the joint press release is attached hereto as Exhibit 99.19.

On the date of the announcement, Alcoa, SPV II and Chinalco entered into a Deed of Redemption (the Redemption Deed), pursuant to which the Alcoa Note will be redeemed by Chinalco paying or causing the payment of a total amount of approximately US\$1.02 billion, and Alcoa's lien on, and indirect interest in, Ordinary Shares held by SPV II will end. The original principal amount of the Alcoa Note was US\$1.20 billion, and the Alcoa Note would have been payable on February 1, 2011. The total redemption amount represents the net

present value of the principal amount of the Alcoa Note applying a discount rate of 10% per annum, and will be payable in three installments (over a period ending on July 31, 2009). If any installment is paid earlier than contemplated by the Redemption Deed, the amount of that installment will be reduced to an amount equal to the net present value of the contemplated installment discounted to the date of payment applying a discount rate of 10% per annum. In addition, the Redemption Deed provides that SPV II will pay to Alcoa its pro rata portion of the dividends paid by the Issuer to date since the issuance of the Alcoa Note as and when recovered by SPV II. Under the Redemption Deed, Alcoa also waived (i) its right to participate in certain potential future transactions among Chinalco and the Issuer and (ii) any breach or event of default that may result from the proposed strategic partnership between Chinalco and Rio under the Alcoa Note, the Alcoa Deed, the Memorandum of Understanding and any other agreements relating thereto (the Alcoa Arrangements). Alcoa, Chinalco and SPV II also agreed to terminate, effective as of the date Alcoa receives payment of the first installment of the redemption amount and certain agreed-upon documentation, each of the Alcoa Arrangements. The foregoing summary of the Redemption Deed does not purport to be complete and is qualified in its entirety by reference to the full text of the Redemption Deed, a copy of which is attached hereto as Exhibit 19.20 and is incorporated herein by reference.

As a result of the Redemption Deed, Alcoa ceased to have any potential interest in the Ordinary Shares and, as a result, is no longer required to be a reporting person under Section 13(d) of the Act or the related rules promulgated thereunder. In light of the foregoing, Alcoa will no longer be a reporting person under the Statement and will no longer file a Schedule 13D statement unless and until such time as Alcoa is required to be a reporting person under Section 13(d) of the Act or the related rules promulgated thereunder.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth in Item 5 of this Amendment is hereby incorporated by reference in this Item 6.

Item 7. Material to be Filed as Exhibits

Exhibit Description of Exhibits

**99.19 Press Release of Alcoa Inc. and Aluminum Corporation of China,
dated February 12, 2009**

99.20 Deed of Redemption, dated February 12, 2009

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2009

ALCOA INC.

By: /s/ J. Michael Schell

Name: J. Michael Schell

Title: Executive Vice President Business Development and Law

INDEX TO EXHIBITS

Exhibit	Description of Exhibits
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99.20	Deed of Redemption, dated February 12, 2009
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SCHEDULE I

The following table sets forth the name, present principal occupation or employment, and the name and principal business of the corporation or organization in which the employment is conducted for each member of Alcoa's board of directors and each executive officer of Alcoa. Unless otherwise indicated, each person listed below is a citizen of the United States of America. Unless otherwise indicated, the business address of each such director or executive officer is c/o Alcoa Inc., 390 Park Avenue, New York, New York 10022-4608.

Directors

Name	Position
Alain J. P. Belda(1)	Chairman of the Board, Alcoa Inc.
Kathryn S. Fuller c/o The Ford Foundation 320 East 43rd Street New York, New York 10017	Chair, The Ford Foundation, a nonprofit organization
Carlos Ghosn(2) c/o Nissan Motor Co., Ltd. 17-1, Ginza 6-chome, Chuo-ku Tokyo 104-8023 Japan	President and Chief Executive Officer, Nissan Motor Co., Ltd., an automotive company, and President and Chief Executive Officer, Renault S.A., a global automotive company
Joseph T. Gorman c/o Moxahela Enterprises, LLC Lakepoint Office Park 3201 Enterprise Parkway Suite 410 Beachwood, Ohio 44122	Chairman and Chief Executive Officer, Moxahela Enterprises, LLC, a capital firm
Judith M. Gueron	

c/o MDRC
16 East 34th Street
New York, New York 10016

Scholar in Residence at MDRC, a nonprofit research organization

Klaus Kleinfeld(3)

President and Chief Executive Officer, Alcoa Inc.

Michael G. Morris

c/o American Electric Power Co., Inc.
1 Riverside Plaza
Columbus, Ohio 43215

Chairman of the Board, President and Chief Executive Officer,
American Electric Power Company, Inc., a public utility holding company

-
- (1) Citizenship: Brazil and United States
 - (2) Citizenship: France
 - (3) Citizenship: Germany
-

E. Stanley O Neal

c/o Merrill Lynch
623 Fifth Avenue, 35th Floor
New York, New York 10022

Former Chairman of the Board and Chief Executive Officer of
Co., Inc., a leading capital markets, advisory and wealth

James W. Owens

c/o Caterpillar Inc.
100 NE Adams Street
Peoria, Illinois 61629

Chairman and Chief Executive Officer, Caterpillar Inc., a major
construction and mining equipment, diesel and natural gas engine
gas turbines

Patricia F. Russo

c/o Alcatel Lucent
600 Mountain Avenue
Murray Hill, New Jersey 07974

Former Chief Executive Officer, Alcatel Lucent, a global telecommunications

Henry B. Schacht

c/o Warburg Pincus LLC
466 Lexington Avenue 10th Floor
New York, New York 10017

Managing Director and Senior Advisor, Warburg Pincus LLC, a
equity firm

Ratan N. Tata(4)

c/o Tata Sons Limited
24 Homi Mody Street
Mumbai 400 001
India

Chairman, Tata Sons Limited, the holding company of the Tata Group

Franklin A. Thomas

c/o The Study Group
380 Lexington Avenue 54th Floor
New York, New York 10168

Consultant, The Study Group, a nonprofit institution

Ernesto Zedillo(5)

c/o Yale Center for the Study of Globalization

393 Prospect Street

New Haven, Connecticut 06511

Director, Yale Center for the Study of Globalization, an educ

(4) Citizenship: India

(5) Citizenship: Mexico

Executive Officers

Name

Position

Alain J. P. Belda

Director and Chairman of the Board, Alcoa Inc.

William F. Christopher

Executive Vice President

Alcoa and Group President, Engineered Products

Klaus Kleinfeld

Director, President and Chief Executive Officer, Alcoa Inc.

Charles D. McLane, Jr.

Executive Vice President and Chief Financial Officer, Alcoa Inc.

Bernt Reitan (6)

Executive Vice President

Alcoa and Group President, Global Primary Products

J. Michael Schell

Executive Vice President

Business Development and Law / Chief Compliance Officer

Tony R. Thene

Vice President and Controller, Alcoa Inc.

Helmut Wieser (7)

Executive Vice President

Alcoa and Group President, Global Rolled Products

(6) Citizenship: Norway

(7) Citizenship: Austria
