

Vale S.A.
Form 6-K
March 26, 2010

Table of Contents

**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
March 2010
Vale S.A.**

Avenida Graça Aranha, No. 26
20030-900 Rio de Janeiro, RJ, Brazil
(Address of principal executive office)

(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-____.)

TABLE OF CONTENTS

Press Release
Signature Page

Table of Contents

Press Release

**BOARD OF DIRECTOR S REPORT ON PROPOSAL FOR THE DESTINATION OF
EARNINGS FROM THE FISCAL YEAR ENDED DECEMBER 31, 2009**

The Board of Directors of Vale S.A. (Vale), after conducting the analysis of the Executive Officer Board s proposal for the destination of profits earned in the fiscal year ended December 31, 2009, is favorable to the submission of such proposal to the shareholders resolution at the Ordinary General Shareholder Meeting to be held in April, 2010.

Rio de Janeiro, February 10,2010.

Jorge Luiz Pacheco
Director

José Ricardo Sasseron
Director

Renato da Cruz Gomes
Director

Sandro Kohler Marcondes
Director

Oscar Augusto de Camargo Filho
Director

Eduardo Fernando Jardim Pinto
Director

Francisco Augusto de Costa e Silva
Director

Hajime Tonoki
Director

Paulo Sérgio Moreira da Fonseca
Director

Table of Contents

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Vale S.A.
(Registrant)

Date: March 25, 2010

By: /s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations