

Vale S.A.
Form 6-K
February 23, 2017
[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

February, 2017

Vale S.A.

**Avenida das Américas, No. 700
22640-100 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.

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(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

Financial Statements

December 31, 2016

BRGAAP in R\$ (English)

Table of Contents

Vale S.A. Financial Statements

Contents

	Page
<u>Report of independent registered public accounting firm</u>	3
<u>Consolidated and Parent Company Income Statement</u>	12
<u>Consolidated and Parent Company Statement of Comprehensive Income</u>	13
<u>Consolidated and Parent Company Statement of Cash Flows</u>	14
<u>Consolidated and Parent Company Statement of Financial Position</u>	15
<u>Statement of Changes in Equity</u>	16
<u>Consolidated and Parent Company Value Added Statement</u>	17
<u>Notes to the Financial Statements</u>	18
<u>1. Corporate information</u>	18
<u>2. Basis for preparation of the financial statements</u>	18
<u>3. Information by business segment and by geographic area</u>	21
<u>4. Special events occurred during the year</u>	26
<u>5. Costs and expenses by nature</u>	27
<u>6. Financial results</u>	28
<u>7. Deferred revenue - Gold stream transaction</u>	28
<u>8. Income taxes</u>	29
<u>9. Basic and diluted earnings (loss) per share</u>	31
<u>10. Accounts receivable</u>	32
<u>11. Inventories</u>	32
<u>12. Recoverable taxes</u>	33
<u>13. Other financial assets and liabilities</u>	33
<u>14. Non-current assets and liabilities held for sale and discontinued operations</u>	34
<u>15. Investments</u>	36
<u>16. Noncontrolling interest</u>	40
<u>17. Intangibles</u>	41
<u>18. Property, plant and equipment</u>	42
<u>19. Impairment and onerous contracts</u>	45
<u>20. Loans, borrowings and cash and cash equivalents</u>	47
<u>21. Liabilities related to associates and joint ventures</u>	50
<u>22. Risk management</u>	54
<u>23. Financial instruments classification</u>	56
<u>24. Fair value estimate</u>	59
<u>25. Derivative financial instruments</u>	61
<u>26. Provisions</u>	68
<u>27. Asset retirement obligations</u>	68
<u>28. Litigation</u>	69
<u>29. Employee benefits</u>	71
<u>30. Stockholders' equity</u>	79
<u>31. Related parties</u>	83
<u>32. Commitments</u>	86
<u>33. Additional information about derivatives financial instruments</u>	88
<u>Members of the Board of Directors, Fiscal Council, Advisory Committees and Executive Officers</u>	92

Table of Contents

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Independent auditor's report on the financial statements

(A free translation of the original report in Portuguese as published in Brazil containing financial statement prepared in accordance with accounting practices adopted in Brazil and rules of the International Financial Reporting Standards - IFRS)

To

The Stockholders, Counselors and Management of

Vale S.A.

Rio de Janeiro - RJ

Opinion

We have audited the individual and consolidated financial statements of Vale S.A. (the Company), identified as Parent Company and Consolidated, respectively, which comprise the individual and consolidated balance sheet as of December 31, 2016, the statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and notes comprising significant accounting policies and other explanatory information.

In our opinion, the aforementioned financial statements present fairly, in all material respects, the individual and consolidated financial position of Vale S.A. as of December 31, 2016, and of its individual and consolidated financial performance and its individual and consolidated cash flows for the year then ended in accordance with accounting practices adopted in Brazil and in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board - IASB.

Basis for Opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the individual and consolidated Financial Statements* section of our report. We are independent of the Company and its subsidiaries in accordance with the ethical requirements of Ethics Standards Boards for Accountants and Professional Standard issued by Federal Accounting Council, and we have fulfilled our other ethical responsibilities in accordance with

these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the current period. These matters were addressed in the context of our audit of the individual and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Table of Contents

1 Impairment Individual and consolidated financial statements

As per Notes 17,18 and 19 to the financial statements

Matter

The assessment with respect to the recoverability of property, plant and equipment (PP&E), intangible assets and goodwill, and definition of Cash-Generating Units (CGUs) encompasses significant judgments concerning factors related to the level of future production, commodities price, production cost and economic assumptions such as discount rates, inflation rates and exchange rates of the countries where the Company operates. Due to the materiality of PP&E, intangible assets and goodwill, and to the level of uncertainty for determining the related impairment, which may impact the value of those assets in the consolidated financial statements and the value of the investment recorded under the equity method pick-up in the parent company's financial statements, we considered this subject as a significant matter for the audit.

Procedures Performed

Our procedures included, among others, the following ones:

- Design, implementation and operating effectiveness testing of the internal control on the valuation of the Company's assets, including those aimed at identifying the need for recording or reversing impairment;
- Assessment of the Company's assumptions and estimates to determine the recoverable value of its assets, including the ones related to production, production cost, capital investments, discount rates and exchange rates;
- Assessment of the definition and identification criteria for Cash-Generating Units (CGUs);
- Assessment, with the support of our specialists in economic and financial assumptions, of the cash flow forecast, reasonableness and consistency of the assumptions used in the preparation of the cash flow forecasts and comparison of those assumptions with market information. Based on our knowledge of the Company and Industry, preparation of sensitivity analysis;
- Arithmetic checking of the economic models regarding future cash flows and forecast results, combining them with accounting information and management reports and approved business plans; and

- Appropriateness assessment of the disclosure in relation to the testing of the value in use and the comparison of the latter with the fair value, net of costs to sell, in the applicable cases.

Table of Contents

2 Asset Retirement Obligation (ARO) Individual and consolidated financial statements

As per Notes 26 and 27 to the financial statements

Matter

As a result of its operations, the Company incurs in obligations to restore and rehabilitate the environment on retiring the areas. The areas and environment rehabilitation is required by the combination of both the legislation in force and the Company's policies. Estimating costs related to those future activities requires considerable judgement in relation to factors such as how long a certain area will be used, the time required to rehabilitate and certain economic assumptions such as the discount rate and foreign currency exchange rates. Due to the relevance of the asset retirement obligation and the level of uncertainty for the determination of its estimate, which may impact the amount of this provision in the consolidated financial statements and the amount of the investment recorded under the equity method pick-up in the financial statements of the parent company, We consider this subject as a significant matter for the audit

Procedures Performed

Our procedures included, among others, the following ones:

- Design, implementation and operating effectiveness testing of the internal control related to the determination of estimates for the asset retirement obligation provision to restore and rehabilitate areas commercially exploited by the Company;
- Analysis of assumptions used, including the base cost of the areas to be left, inflation rates, discount rates and risk rates;
- Analysis of the provision movement for the year related to the retired, restored/rehabilitated areas, and the relevant environmental obligation, aiming at verifying the primary inputs such as costs, inflation and discount rates, as well as an approved retirement plan; and
- Appropriateness assessment of the disclosure in relation to the obligations to rehabilitate the environment on retiring the areas.

Table of Contents

3 Income taxes Individual and consolidated financial statements

As per Notes 8 to the financial statements.

Matter

The Company has operations in various countries, each one with its own taxation regime. The nature of the Company's activities triggers various tax liabilities, including tax on income, social contributions, royalties and taxes on revenue. The nature of the Company's commodities export operations also create complexities related to international transfer pricing issues. Applying tax legislation is a complex and highly specialized activity, which requires judgement for the assessment of tax exposure estimates and for quantification of contingent liabilities. Due to the level of uncertainty and judgment involved in determining this estimate that may impact the amount recorded in the consolidated financial statements and the amount of the investment recorded under the equity method pick-up in the parent company's financial statements, we consider this subject as a significant matter for the audit.

Procedures Performed

Our procedures included, among others, the following ones:

- Design, implementation and operating effectiveness testing of the internal control related to the determination of estimates for recording the amounts of provisions for taxes payable and taxes to offset by the Company;
- With the help of our specialists from the tax department, we assess the criteria used for determining and paying taxes, and the assumptions used by the Company to determine the provisions and amounts disclosed as tax exposure and contingencies;
- We compare the assumptions used by the Company with the tax legislation applicable to each jurisdiction, and in relation to market practices and assessments performed by ourselves, based on our knowledge of and experience in the Company's operations in the use of the aforementioned legislation and on applicable precedents and sentences; and
- Assessment of the appropriateness of the Company's disclosures, particularly disclosures regarding current and deferred taxes and possible tax exposure.

Table of Contents

4 Provision for litigation and disclosure of contingent liabilities - Individual and consolidated financial statements

As per Note 28 to the financial statements

Matter

The Company is a party (as defendant) to various litigation of tax, civil and labor nature deriving from the ordinary course of its activities. The measurement, accounting recognition of a provision, and the disclosure of Provisions and Contingent Liabilities, related to the aforementioned litigation, require judgement from the Company's professionals and from its legal advisors with respect to the integrity of the existing cases, the appropriateness of the provisions recorded and their corresponding disclosures. Due to the materiality, complexity and judgement involved in the assessment and measurement of the Provisions and Contingent Liabilities, which may impact the amount recorded in the consolidated financial statements and the amount of the investment recorded under the equity method pick-up in the financial statements of the parent company, we consider this subject as a significant matter for the audit.

Performed Procedures

Our procedures included, among others, the following ones:

- Design, implementation and operating effectiveness testing of the internal control related to the determination of estimates for recording the amounts in accordance with the loss prognosis for the lawsuits;
- Assessment of the sufficiency of provisions recognized and contingency amounts disclosed, by means of analysis of criteria and assumptions used for measuring amounts recorded as provision and/or amounts disclosed, and took into account the assessments prepared by the Company's internal and external legal advisors, and comparison with the existing precedents;
- Assess the analysis of chances of loss regarding existing documentation and information related to the principal proceedings and complaints involving the Company through external confirmation of balances with external legal advisors;
- Assessment of the appropriateness of the Company's disclosures in relation to lawsuits provided for and those lawsuits with a possible loss prognosis.

Table of Contents

5 Financial Instruments Individual and consolidated financial statements

As per Note 23, 24 and 25 to the financial statements.

Matter

The Company contracts financial instruments which much be measured and assessed at their fair value - including derivative financial instruments, forward operations, swap operations, futures operations and zero cost-collars - as a strategy to hedge equity. Estimating the fair value of financial instruments not traded on active markets requires considerable judgement from the Company when determining prices or parameters and assumptions such as the classification of fair value hierarchy, discount rates for calculating present value, taking the existing market conditions into account as of the reporting date. Due to the materiality, complexity and judgement involved in assessing and measuring the financial instruments, whether derivative financial instruments or not, which may impact the amount recorded in the consolidated financial statements and the amount of the investment recorded under the equity method pick-up in the financial statements of the parent company, we consider this subject as a significant matter for the audit.

Performed Procedures

Our procedures included, among others, the following ones:

- Design, implementation and operating effectiveness testing of the internal control related to the process of identifying and valuing financial instruments;
- We tested the models developed by the Company, with the help of our specialists in financial instruments, to determine fair values and reasonableness of data, parameters and information included in the pricing models used, recalculated the amount of operations, and compared the assumptions used to determine fair values with similar operations performed in the marketplace; and
- Assessment of the appropriateness of the Company's disclosures, regarding sensitivity analyses, interest rate risk and foreign exchange risk, and the classification of instruments, among others.

Other Information Statement of Added Value

The individual and consolidated statements of value added (DVA) for the year ended December 31, 2016, prepared under the responsibility of the Company's management, and presented as supplementary information for IFRS purposes, was submitted for the auditing procedures jointly with audit of the Company's financial statements. For the purposes of forming our opinion, we evaluate whether these statements are reconciled with the financial statements and accounting records, as applicable, and if their form and content are in accordance with the criteria as defined in Technical Pronouncement CPC 09 - Statement of Added Value. In our opinion, this statement of value added have been properly prepared, in all material respects, in accordance with the criteria defined in this Technical Pronouncement and is consistent with the individual and consolidated financial statements taken as a whole.

Table of Contents

Other information accompanying the individual and consolidated financial statements and the auditor's report

Management is responsible for the other information, which comprises the Management report.

Our opinion on the individual and consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the individual and consolidated financial statements, our responsibility is to read the Management Report and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Management Report, we are required to report that fact. We have nothing to report regarding this matter.

Responsibilities of management and those charged with governance for the individual and consolidated financial statements

Management is responsible for the preparation and fair presentation of the individual and consolidated financial statements in accordance with accounting practices adopted in Brazil and in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), and for such internal control as management determines is necessary to enable the preparation of individual and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the individual and consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the individual and consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the individual and consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Brazilian and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these individual and consolidated financial statements.

Table of Contents

As part of an audit in accordance with Brazilian and International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the individual and consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the individual and consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the individual and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Table of Contents

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the (consolidated) financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors report unless law or regulation precludes public disclosure about the matter, or, when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Rio de Janeiro, February 22, 2017

/s/ KPMG Auditores Independentes

KPMG Auditores Independentes

CRC SP-014428/O-6 F-RJ

/s/ Manuel Fernandes Rodrigues de Sousa

Manuel Fernandes Rodrigues de Sousa

Accountant CRC-RJ-052428/O-2

Table of Contents**Income Statement**

In millions of Brazilian Reais, except earnings per share data

	Notes	Year ended December 31				
		2016	Consolidated 2015	2014	Parent Company 2016	2015
Continuing operations						
Net operating revenue	3(d)	94,633	78,057	82,619	46,424	42,560
Cost of goods sold and services rendered	5(a)	(61,143)	(62,780)	(53,773)	(29,663)	(27,522)
Gross profit		33,490	15,277	28,846	16,761	15,038
Operating (expenses) income						
Selling and administrative expenses	5(b)	(1,755)	(2,009)	(2,452)	(1,021)	(1,141)
Research and evaluation expenses		(1,098)	(1,326)	(1,568)	(677)	(767)
Pre operating and operational stoppage		(1,570)	(3,127)	(2,299)	(684)	(618)
Equity results from subsidiaries	15				1,493	(35,338)
Other operating income (expenses), net	5(c)	(937)	(588)	(2,477)	(1,166)	72
		(5,360)	(7,050)	(8,796)	(2,055)	(37,792)
Impairment of non-current assets and onerous contracts	19	(3,940)	(33,945)	87	205	270
Results on measurement or sale of non-current assets	14	(228)	52	(441)		546
Operating income (loss)		23,962	(25,666)	19,696	14,911	(21,938)
Financial income	6	27,657	25,968	8,514	25,656	25,822
Financial expenses	6	(21,355)	(62,021)	(23,140)	(19,900)	(56,950)
Equity results in associates and joint ventures	15	1,111	(1,526)	1,131	1,111	(1,526)
Impairment and other results in associates and joint ventures	15, 19 and 21	(4,353)	(1,431)	(139)	(4,233)	(455)
Net income (loss) before income taxes		27,022	(64,676)	6,062	17,545	(55,047)
Income taxes						
	8					
Current tax		(3,307)	(1,148)	(2,376)	(2,186)	18
Deferred tax		(6,260)	20,487	(1,282)	(2,048)	10,816
		(9,567)	19,339	(3,658)	(4,234)	10,834
Net income (loss) from continuing operations		17,455	(45,337)	2,404	13,311	(44,213)
Loss attributable to noncontrolling interests		(6)	(1,815)	(749)		

Net income (loss) from continuing operations attributable to Vale's stockholders		17,461	(43,522)	3,153	13,311	(44,213)
Discontinued operations	14					
Loss from discontinued operations		(4,159)	(660)	(2,185)		
Income (loss) attributable to noncontrolling interests		(9)	31	14		
Loss from discontinued operations attributable to Vale's stockholders		(4,150)	(691)	(2,199)		
Net income (loss)		13,296	(45,997)	219	13,311	(44,213)
Loss attributable to noncontrolling interests		(15)	(1,784)	(735)		
Net income (loss) attributable to Vale's stockholders		13,311	(44,213)	954	13,311	(44,213)
Earnings (loss) per share attributable to Vale's stockholders:						
Basic and diluted earnings (loss) per share:	9					
Preferred share (R\$)		2.58	(8.58)	0.19	2.58	(8.58)
Common share (R\$)		2.58	(8.58)	0.19	2.58	(8.58)

The accompanying notes are an integral part of these financial statements.

Table of Contents**Statement of Comprehensive Income**

In millions of Brazilian Reais

	Year ended December 31				
	2016	Consolidated 2015	2014	Parent Company 2016	2015
Net income (loss)	13,296	(45,997)	219	13,311	(44,213)
Other comprehensive income (loss):					
Items that will not be reclassified subsequently to the income statement					
Retirement benefit obligations					
Gross balance for the year	(419)	261	(661)	(163)	(136)
Effect of taxes	153	(4)	204	55	46
Equity results in associates and joint ventures, net of taxes			4	(155)	350
	(266)	257	(453)	(263)	260
Total items that will not be reclassified subsequently to the income statement	(266)	257	(453)	(263)	260
Items that may be reclassified subsequently to the income statement					
Cumulative translation adjustments					
Gross balance for the year	(13,879)	32,444	8,771	(13,283)	34,409
Effect of taxes	(309)	3,500			
Transfer of realized results to net income	(266)			(266)	
	(14,454)	35,944	8,771	(13,549)	34,409
Available-for-sale financial instruments					
Gross balance for the year	4	2	(8)		
Equity results from associates and joint ventures, net taxes				4	2
Transfer of realized results to net income, net of taxes			8		
	4	2		4	2
Cash flow hedge					
Gross balance for the year	23	2,655	(731)		
Effect of taxes	(3)	(23)	(6)		
Equity results in associates and joint ventures	16	(17)	(4)	26	1,458
Transfer of realized results to net income, net of taxes	(10)	(1,157)	(303)		
	26	1,458	(1,044)	26	1,458
Total of items that may be reclassified subsequently to the income statement	(14,424)	37,404	7,727	(13,519)	35,869
Total comprehensive income (loss)	(1,394)	(8,336)	7,493	(471)	(8,084)

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Comprehensive income (loss) attributable to noncontrolling interests	(923)	(252)	(444)
Comprehensive income (loss) attributable to Vale's stockholders	(471)	(8,084)	7,937

The accompanying notes are an integral part of these financial statements.

Table of Contents**Statement of Cash Flows**

In millions of Brazilian Reais

	Year ended December 31				
	2016	Consolidated 2015	2014	Parent Company 2016 2015	
Cash flow from operating activities:					
Net income (loss) before income taxes from continuing operations	27,022	(64,676)	6,062	17,545	(55,047)
Continuing operations adjustments for:					
Equity results in associates and joint ventures	(1,111)	1,526	(1,131)	(2,604)	36,864
Results on measurement or sale of non-current assets	(253)	(479)	673		(546)
Impairment and others results in associates and joint ventures	4,353	1,431	139	4,233	455
Impairment of non-current assets and onerous contracts	3,940	33,945	(87)	(205)	(270)
Depreciation, amortization and depletion	12,107	12,450	9,128	5,209	4,578
Financial results, net	(6,302)	36,053	14,626	(5,756)	31,128
Changes in assets and liabilities:					
Accounts receivable	(9,863)	5,212	5,360	4,503	6,404
Inventories	616	(749)	(1,477)	(135)	228
Suppliers and contractors	768	2,143	2,289	243	1,550
Payroll and related charges	435	(1,713)	(293)	714	(1,317)
Other taxes assets and liabilities, net	(371)	(687)	(633)	(227)	(79)
Deferred revenue - Gold stream (note 7)	1,683	1,670			
Other assets and liabilities, net	2,706	(469)	(524)	(1,923)	(1,021)
Cash provided from operations	35,730	25,657	34,132	21,597	22,927
Interest on loans and borrowings paid	(5,894)	(4,812)	(3,515)	(5,905)	(4,756)
Derivatives received (paid), net (note 25)	(5,604)	(3,771)	(521)	(2,215)	(769)
Interest on participative stockholders debentures paid	(268)	(209)	(280)	(268)	(209)
Income taxes	(1,401)	(1,790)	(1,149)	(69)	(58)
Income taxes - Settlement program	(1,426)	(1,284)	(1,161)	(1,397)	(1,257)
Net cash provided by operating activities from continuing operations	21,137	13,791	27,506	11,743	15,878
Net cash provided by operating activities from discontinued operations	498	1,928	286		
Net cash provided by operating activities	21,635	15,719	27,792	11,743	15,878
Cash flow from investing activities continuing:					
Financial investments redeemed (invested)	45	932	(392)	15	373
	(698)	(34)	781	(286)	160

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Loans and advances - net receipts (payments)					
Guarantees and deposits - net receipts (payments)	(141)	(246)	199	(127)	(197)
Additions to investments	(875)	(332)	(632)	(1,918)	(5,330)
Additions to property, plant and equipment and intangible (note 3(b))	(17,343)	(26,931)	(26,254)	(11,494)	(16,094)
Dividends and interest on capital received from associates and joint ventures	669	1,064	1,302	1,591	881
Proceeds from disposal of assets and investments	1,785	5,211	2,597	169	4,366
Proceeds from gold stream transaction	885	1,156			
Net cash used in investing activities from continuing operations	(15,673)	(19,180)	(22,399)	(12,050)	(15,841)
Net cash used in investing activities from discontinued operations	(966)	(936)	39		
Net cash used in investing activities	(16,639)	(20,116)	(22,360)	(12,050)	(15,841)
Cash flow from financing activities from continuing operations:					
Loans and borrowings (i)					
Additions	25,667	16,603	5,947	18,094	19,571
Repayments	(26,630)	(9,949)	(4,515)	(16,264)	(14,749)
Transactions with stockholders:					
Dividends and interest on capital paid to Vale's stockholders	(857)	(5,026)	(9,739)	(857)	(5,026)
Dividends and interest on capital paid to noncontrolling interest	(972)	(46)	(164)		
Transactions with noncontrolling stockholders	(69)	3,875		19	
Net cash provided by (used in) financing activities from continuing operations	(2,861)	5,457	(8,471)	992	(204)
Net cash provided by (used in) financing activities from discontinuing operations	(59)	(207)	(163)		
Net cash provided by (used in) financing activities	(2,920)	5,250	(8,634)	992	(204)