

RIO TINTO LTD  
Form SC14D9C  
February 06, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14D-9/C  
SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Rio Tinto plc**

**Rio Tinto Limited**

(Name of Subject Company)

**Rio Tinto plc**

**Rio Tinto Limited**

(Name of Person(s) Filing Statement)

**Ordinary Shares of Rio Tinto plc**

**American Depositary Shares, each representing 4 Ordinary Shares of Rio Tinto plc**

**Ordinary Shares of Rio Tinto Limited**

(Title of Class of Securities)

**Ordinary Shares of Rio Tinto plc (ISIN GB 0007188757)**

**American Depositary Shares of Rio Tinto plc (CUSIP US767204100)**

**Ordinary Shares of Rio Tinto Limited (ISIN AU000000RIO1)**

(CUSIP Number of Class of Securities)

**Ben Mathews**

**Rio Tinto plc**

**5 Aldermanbury Square**

**London EC2V 7HR**

**United Kingdom**

**Tel: 011 44 20 7930 2399**

*Copy to:*

**Thomas B. Shropshire, Jr.**

**Linklaters LLP**

**One Silk Street**

**London EC2Y 8HQ**

**United Kingdom**

**Tel: 011 44 20 7456 2000**

(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications

On Behalf of the Person(s) Filing Statement)

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

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**EXHIBIT INDEX**

**EX-99.1**

**EX-99.2**

**EX-99.3**

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**ITEM 9. EXHIBITS.**

<b>Exhibit</b>	<b>Description</b>
99.1	Rio Tinto's press release noting BHP Billiton's pre-conditional offer, dated February 6, 2008
99.2	Chief executive's communication to Rio Tinto employees, dated February 6, 2008
99.3	Rio Tinto's press release rejecting BHP Billiton's pre-conditional offer, dated February 6, 2008

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