

Vale S.A.
Form 3
January 18, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Vale S.A.

(Last)

(First)

(Middle)

C/O VALE S.A.,Â PRAIA DE
BOTAFOGO, 186, 20TH
FLOOR

(Street)

BOTAFOGO, RIO DE
JANEIRO,Â D5Â 22250-145

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/08/2018

3. Issuer Name **and** Ticker or Trading Symbol
MOSAIC CO [MOS]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person

☒ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

34,176,574

I

See Footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vale S.A. C/O VALE S.A., PRAIA DE BOTAFOGO, 186, 20TH FLOOR BOTAFOGO, RIO DE JANEIRO, D5 22250-145	Â X	Â	Â	Â
Vale Fertilizer Netherlands B.V. HERIKERBERGWEG 238 LUNA ARENA AMSTERDAM, P7 1101	Â X	Â	Â	Â

Signatures

/s/ Andre Figueiredo, Vale S.A. (5)	01/18/2018
<u> </u> Signature of Reporting Person	Date
/s/ Andre Figueiredo, Vale Fertilizer Netherlands B.V. (5)	01/18/2018
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vale S.A. ("Vale") and Vale Fertilizer Netherlands B.V., an indirect wholly owned subsidiary of Vale (together with Vale, the "Reporting Persons"), hold an aggregate of 34,176,574 Common Shares (the "Shares") of The Mosaic Company (the "Issuer"). Vale is the holder of record of an aggregate of 29,854,571 Shares and Vale Fertilizer Netherlands B.V. is the holder of record of an aggregate of 4,322,003 Shares.
- (2) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

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Remarks:

- (3) Solely for purposes of Section 16 of the Exchange Act, each of the Reporting Persons may be deemed to have adopted the following statement:
- (4) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.
- (5) Andre Figueiredo is signing on behalf of both Vale S.A. and Vale Fertilizer Netherlands B.V.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.