

Vale S.A.  
Form 3  
January 18, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)

|  |   |   |   |   |   |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Vale S.A.</p> <p>(Last) (First) (Middle)</p> <p>C/O VALE S.A.,Â PRAIA DE BOTAFOGO, 186, 20TH FLOOR</p> <p>(Street)</p> <p>BOTAFOGO, RIO DE JANEIRO,Â D5Â 22250-145</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/08/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MOSAIC CO [MOS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 34,176,574   | I   | See Footnotes <u>(1)</u> <u>(2)</u>                      |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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

## Reporting Owners

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

## Signatures

/s/ Andre Figueiredo, Vale S.A. (5) 01/18/2018  
 \*\*Signature of Reporting Person Date

/s/ Andre Figueiredo, Vale Fertilizer Netherlands B.V. (5) 01/18/2018  
 \*\*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.

### Remarks:

- (3) Solely for purposes of Section 16 of the Exchange Act, each of the Reporting Persons may be
- (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.