

RIO TINTO PLC
Form FWP
June 25, 2008

*Filed pursuant to Rule 433
Registration Statement No. 333-151839
June 24, 2008*

Rio Tinto Finance (USA) Limited
Pricing Term Sheet

2013 Notes

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|-------------------------------------|---|
| Issuer: | Rio Tinto Finance (USA) Limited |
| Guarantors: | Rio Tinto plc and Rio Tinto Limited |
| Size: | \$2,500,000,000 |
| Maturity: | July 15, 2013 |
| Coupon: | 5.875% |
| Price: | 99.625% |
| Yield to maturity: | 5.961% |
| Spread to Benchmark Treasury: | 2.400% |
| Benchmark Treasury: | 3.500% 05/31/2013 |
| Benchmark Treasury Price and Yield: | 99-23 ^{1/4} / 3.561% |
| Interest Payment Dates: | January 15 and July 15, commencing January 15, 2009 |
| Change of Control put: | 101% |
| Make-whole call | At any time at a discount rate of Treasury plus 40 basis points |
| Settlement: | T+3; June 27, 2008 |
| CUSIP / ISIN: | 767201AE6 / US767201AE62 |
| Ratings: | A3/BBB+ |
| Bookrunners: | Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated SG Americas Securities LLC |
| Joint-Lead Managers: | ANZ Securities, Inc. Banco Bilbao Vizcaya Argentaria, S.A. Calyon Securities (USA) Inc. Daiwa Securities America Inc. Mitsubishi UFJ Securities International plc Mizuho International plc |
| Co-managers: | |

The issuer has filed a registration statement (including a prospectus) with the Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Commission Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037; calling Deutsche Bank Securities Inc. toll-free at 1-800-503-4611; calling Greenwich Capital Markets, Inc. toll-free at 1-866-884-2071; calling J.P. Morgan Securities Inc. at 1-212-834-4533; or calling Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1879.

2018 Notes

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|-------------------------------------|---|
| Issuer: | Rio Tinto Finance (USA) Limited |
| Guarantors: | Rio Tinto plc and Rio Tinto Limited |
| Size: | \$1,750,000,000 |
| Maturity: | July 15, 2018 |
| Coupon: | 6.500% |
| Price: | 99.131% |
| Yield to maturity: | 6.619% |
| Spread to Benchmark Treasury: | 2.500% |
| Benchmark Treasury: | 3.875% 05/15/2018 |
| Benchmark Treasury Price and Yield: | 98-1 / 4.119% |
| Interest Payment Dates: | January 15 and July 15, commencing January 15, 2009 |
| Change of Control put: | 101% |
| Make-whole call | At any time at a discount rate of Treasury plus 40 basis points |
| Settlement: | T+3; June 27, 2008 |
| CUSIP / ISIN: | 767201AC0 / US767201AC07 |
| Ratings: | A3/BBB+ |
| Bookrunners: | Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated SG Americas Securities LLC |
| Joint-Lead Managers: | ANZ Securities, Inc. Banco Bilbao Vizcaya Argentaria, S.A. Calyon Securities (USA) Inc. Daiwa Securities America Inc. Mitsubishi UFJ Securities International plc Mizuho International plc |
| Co-managers: | |

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2028 Notes

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|-------------------------------------|---|
| Issuer: | Rio Tinto Finance (USA) Limited |
| Guarantors: | Rio Tinto plc and Rio Tinto Limited |
| Size: | \$750,000,000 |
| Maturity: | July 15, 2028 |
| Coupon: | 7.125% |
| Price: | 99.319% |
| Yield to maturity: | 7.189% |
| Spread to Benchmark Treasury: | 2.520% |
| Benchmark Treasury: | 5.000% 05/15/2037 |
| Benchmark Treasury Price and Yield: | 105-7 / 4.669% |
| Interest Payment Dates: | January 15 and July 15, commencing January 15, 2009 |
| Change of Control put: | 101% |
| Make-whole call | At any time at a discount rate of Treasury plus 40 basis points |
| Settlement: | T+3; June 27, 2008 |
| CUSIP / ISIN: | 767201AD8 / US767201AD89 |
| Ratings: | A3/BBB+ |
| Bookrunners: | Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated SG Americas Securities LLC |
| Joint-Lead Managers: | ANZ Securities, Inc. Banco Bilbao Vizcaya Argentaria, S.A. Calyon Securities (USA) Inc. Daiwa Securities America Inc. Mitsubishi UFJ Securities International plc Mizuho International plc |
| Co-managers: | |

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