

RIO TINTO PLC  
Form 11-K  
June 24, 2014  
[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

or

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 001-10533

Edgar Filing: RIO TINTO PLC - Form 11-K

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**RIO TINTO ALCAN 401(K) SAVINGS PLAN FOR FORMER EMPLOYEES**

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Rio Tinto plc**  
**5 Aldermanbury Square**  
**London EC2V 7HR**  
**United Kingdom**

---

Table of Contents

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

RIO TINTO ALCAN 401(K) SAVINGS PLAN FOR FORMER EMPLOYEES

By: /s/ Matt Totsch  
Name: Matt Totsch  
General Manager Human Resources & HSE Rio Tinto  
Minerals  
Chairman Rio Tinto America Inc. Benefits Governance  
Committee

Date: June 24, 2014

---

Table of Contents

**Rio Tinto Alcan 401(k) Savings Plan for Former Employees**

Financial Report

December 31, 2013

---

Table of Contents

**Contents**

<u>Report of Independent Registered Public Accounting Firm</u>	1
Financial Statements	
<u>Statements of net assets available for benefits</u>	2
<u>Statement of changes in net assets available for benefits</u>	3
<u>Notes to financial statements</u>	4-13
<u>Exhibit Index</u>	
23.1 Consent of Independent Registered Public Accounting Firm	

---

Table of Contents

**Report of Independent Registered Public Accounting Firm**

To the Rio Tinto America Benefit Governance Committee

Rio Tinto Alcan 401(k) Savings Plan for Former Employees

South Jordan, Utah

We have audited the accompanying statements of net assets available for benefits of Rio Tinto Alcan 401(k) Savings Plan for Former Employees (the Plan) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 10 to the financial statements, AlcanCorp Employees Savings Plan and AlcanCorp Hourly Employees Savings Plan were merged into the Plan effective December 20, 2013.

/s/ McGladrey LLP

Minneapolis, Minnesota  
June 23, 2014

Table of Contents

**Rio Tinto Alcan 401(k) Savings Plan for Former Employees**

**Statements of Net Assets Available for Benefits**

**December 31, 2013 and 2012**

	2013		2012
Investments at fair value (Notes 4 and 5):			
Plan interest in Rio Tinto America Inc. Savings Plan Trust	\$ 110,302,287	\$	35,229,445
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 3)	(426,685)		(307,413)
<b>Net assets available for benefits</b>	<b>\$ 109,875,602</b>	<b>\$</b>	<b>34,922,032</b>

See Notes to Financial Statements.

Table of Contents**Rio Tinto Alcan 401(k) Savings Plan for Former Employees****Statement of Changes in Net Assets Available for Benefits****For the Year Ended December 31, 2013**

Investment results (Note 4):	
Plan interest in Rio Tinto America Inc. Savings Plan Trust's investment income	\$ 7,084,510
Benefits paid to participants	(3,802,442)
Administrative expenses	(25,490)
<b>Net increase before transfers</b>	<b>3,256,578</b>
Transfers (Note 10):	
From the Alcan Corp Employees' Savings Plan	66,599,358
From the Alcan Corp Hourly Employees' Savings Plan	5,097,634
<b>Total transfers</b>	<b>71,696,992</b>
<b>Net increase after transfers</b>	<b>74,953,570</b>
Net assets available for benefits:	
Beginning of the year	34,922,032
End of the year	\$ 109,875,602

See Notes to Financial Statements.



Table of Contents

**Rio Tinto Alcan 401(k) Savings Plan for Former Employees**

**Notes to Financial Statements**

**Note 1. Description of the Plan**

The following description of the Rio Tinto Alcan 401(k) Savings Plan for Former Employees (the Plan) provides only general information. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan covering former employees of a wholly owned subsidiary of Rio Tinto plc (the Parent, Company or Plan Sponsor), with balances in the Alcan Pharmaceutical Packaging Retirement Savings Plan, Alcan Global Pharmaceutical Packaging Collectively Bargained Retirement Savings Plan, Alcan Retirement and Savings Plan for Non-Union Hourly Employees, Alcan 401(k) Savings Plan for Union Employees, Alcan Corp Employees Savings Plan, or Alcan Corp Hourly Employees Savings Plan (see Note 10). Eligibility for the Plan is governed by the requirements that were in place at the time the participant was eligible for that specific plan. Refer to the plan document for further details.

The former name of the Plan was the Alcan Global Pharmaceutical Packaging Retirement Savings Plan. The Plan has appointed State Street Bank & Trust Company (State Street) to be the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan is part of Rio Tinto America Inc. Savings plan Trust (the Master Trust), whose assets are held with State Street. The Master Trust was established to hold the qualified defined contribution investment assets of the Plan and certain other benefit plans sponsored by Rio Tinto America Inc. and its subsidiaries.

**Contributions:** The Plan does not allow participant or Company contributions.

**Participant accounts:** Each participant's account is credited with an allocation of plan earnings and charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances or specific transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Participant-directed options for investments:** Participants have the option to allocate their account balances among several investment options, including common stock of the Parent in the form of a unitized fund with American Depositary Receipts (ADRs). All choices vary in types of investments, rates of return and investment risk. Participants may elect to have all or part of their account balances invested in one fund, transferred to another fund, or in any combination.

## Edgar Filing: RIO TINTO PLC - Form 11-K

Effective December 20, 2013, participants may no longer transfer amounts to the Rio Tinto ADR Stock Fund, however participants continue to be allowed to transfer funds out of the Rio Tinto ADR Stock Fund.

Participants have the option to invest in managed funds that are weighted based on the participant's retirement date. The funds assume participants will retire upon reaching age 65 and invest in collective trust funds.

**Vesting:** Participant vesting is governed by the underlying vesting schedules of the plan they were participating in at the time of termination with the Parent.

**Payment of benefits:** All participants are immediately eligible for distributions. The distribution will be equal to the value of the participant's vested interest in the Plan. Participants or beneficiaries will be paid in accordance with the provisions of the Plan at the time of termination.

Table of Contents

**Rio Tinto Alcan 401(k) Savings Plan for Former Employees**

**Notes to Financial Statements**

**Forfeitures:** Forfeitures are used to pay administrative expenses of the Plan. At December 31, 2013 and 2012, forfeited nonvested accounts were approximately \$454,000 and \$393,000, respectively. In 2013, administrative expenses of the Plan of approximately \$25,000 were paid from forfeited nonvested accounts.

If a distribution of a participant's account is outstanding for 181 days or more, and reasonable efforts were made to locate the participant, such a participant's benefit is forfeited. Any forfeiture from the Master Trust can be utilized to reinstate benefits, should a participant or beneficiary make a claim for the forfeited benefit.

**Note 2. Summary of Significant Accounting Policies**

**Basis of presentation:** The financial statements of the Plan reflect transactions on the accrual basis of accounting.

**Use of estimates:** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities and changes therein, at the date of the financial statements, and additions and deductions during the reporting period. Actual results could differ from those estimates.

**Risks and uncertainties:** The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, currency exchange rate and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits.

**Investment valuation and income recognition:** Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Rio Tinto America Inc. Savings Plan Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and Plan Trustee. See Note 5 for a discussion of fair value measurements.

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes gains and losses on investments bought and sold as well as held during the year. Realized gains and losses related to sales of investments are recorded on a trade-date basis. Investment income and expenses are allocated to the Plan based upon its pro rata share in the net assets of the

Master Trust.

**Payment of benefits:** Benefits are recorded when paid by the Plan.

**Administrative expenses:** The Company pays the majority of costs and expenses incurred in administering the Plan. The Company provides accounting and other services for the Plan at no cost to the Plan.

The Master Trust has several fund managers that manage the investments held by the Plan. Fees for investment fund management services are included as a reduction of the return earned on each fund. In addition, during the year ended December 31, 2013, the Company paid all investment consulting fees related to these investment funds.

The fees related to transaction costs associated with the purchase or sale of Rio Tinto plc ADRs are paid by the participants.

Table of Contents

**Rio Tinto Alcan 401(k) Savings Plan for Former Employees**

**Notes to Financial Statements**

**Subsequent events:** The Plan Administrator has evaluated subsequent events through the date the financial statements were issued.

**Note 3. Fully Benefit-Responsive Investment Contracts**

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the Plan's interest in the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis for fully benefit-responsive investment contracts

**Note 4. Plan Interest in the Rio Tinto America Inc. Savings Plan Trust**

The Plan's investments are included in the investments of the Master Trust. Each participating retirement plan has a divided interest in the Master Trust. The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income (loss) less actual distributions, and allocated administrative expenses. Investment income (loss), investment management fees and other direct expenses relating to the Master Trust are allocated to the individual plans based on the average daily balances. The Plan's interest in the Master Trust was 15.4 percent and 5.0 percent as of December 31, 2013 and 2012, respectively. The Master Trust also includes the investment assets and/or changes in investment assets of the following retirement plans:

- Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan
- Kennecott Utah Copper 401(k) Savings Plan for Represented Hourly Employees
- U.S. Borax Inc. 401(k) Savings and Retirement Contribution Plan for Represented Hourly Employees
- AlcanCorp Employees Savings Plan
- AlcanCorp Hourly Employees Savings Plan



Table of Contents**Rio Tinto Alcan 401(k) Savings Plan for Former Employees****Notes to Financial Statements**

The following is a summary of the Master Trust assets, the Plan's divided interest in the assets of the Master Trust, and the Plan's divided interest percentage ownership of the Master Trust assets as of December 31, 2013 and 2012:

	<b>December 31, 2013</b>		
	<b>Master Trust Assets</b>	<b>Plan's Interest in Master Trust</b>	<b>Plan's Percent Interest in Master Trust</b>
<b>Investments at fair value:</b>			
Mutual funds	\$ 366,628,760	\$ 59,125,167	16.1
Stable value fund	161,009,250	35,259,132	21.9
Collective trust funds	138,505,220	13,877,267	10.1
Rio Tinto plc common stock ADRs	44,386,952	597,240	1.4
Interest-bearing cash	6,307,743	1,443,481	22.9
Net assets available for benefits, at fair value	716,837,925	110,302,287	15.4
<b>Adjustment from fair value to contract value for fully benefit-responsive investment contracts</b>			
	(1,948,434)	(426,685)	21.9
Net assets available for benefits	\$ 714,889,491	\$ 109,875,602	15.4

	<b>December 31, 2012</b>		
	<b>Master Trust Assets</b>	<b>Plan's Interest in Master Trust</b>	<b>Plan's Percent Interest in Master Trust</b>
<b>Investments at fair value:</b>			