

Rakishev Kenges
Form SC 13D
October 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

Net Element International, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

64111R102

(CUSIP Number of Class of Securities)

Kenges Rakishev

c/o SAT & Company

241 Mukanova Street

Almaty 050008, Republic of Kazakhstan

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7-727-2777-111

Mark Global Corporation

Attention: Kenges Rakishev

c/o Trident Trust Company (BVI) Limited

Trident Chambers, P.O. Box 146

Road Town, Tortola, British Virgin Islands

44-797-7777-667

Novatus Holding PTE. Ltd.

Attention: Kenges Rakishev

22B Duxton Hill

Singapore 089605, Republic of Singapore

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 28, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Name of reporting person:

Kenges Rakishev

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Source of funds

OO

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Republic of Kazakhstan

(7) Sole voting power

Number of

shares 333,334 (see Item 5)
(8) Shared voting power

beneficially

owned by 7,320,751 (see Item 5)
each (9) Sole dispositive power

reporting

person 333,334 (see Item 5)
(10) Shared dispositive power

with

7,320,751 (see Item 5)

(11) Aggregate amount beneficially owned by each reporting person

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7,654,085

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

27.1%

(14) Type of reporting person

HC; IN

(1) Name of reporting person:

Mark Global Corporation

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Source of funds

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

British Virgin Islands

Number of (7) Sole voting power

shares

beneficially 0 (see Item 5)

(8) Shared voting power

owned by

each

reporting 5,000,000 (see Item 5)

(9) Sole dispositive power

person

with

0 (see Item 5)
(10) Shared dispositive power

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5,000,000 (see Item 5)

(11) Aggregate amount beneficially owned by each reporting person

5,000,000

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

17.8%

(14) Type of reporting person

CO

(1) Name of reporting person:

Novatus Holding PTE. Ltd.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Source of funds

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

British Virgin Islands

(7) Sole voting power

Number of

shares 0 (see Item 5)
(8) Shared voting power

beneficially

owned by 2,320,751 (see Item 5)
each (9) Sole dispositive power

reporting

person 0 (see Item 5)
(10) Shared dispositive power

with

2,320,751 (see Item 5)

(11) Aggregate amount beneficially owned by each reporting person

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2,320,751

(12) Check box if the aggregate amount in Row (11) excludes certain shares

..

(13) Percent of class represented by amount in Row (11)

8.2%

(14) Type of reporting person

CO

SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

This Schedule 13D (this Statement) relates to the shares of common stock, par value \$0.0001 per share (the Common Stock), of Net Element International, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at 1450 South Miami Avenue, Miami, Florida 33130.

ITEM 2. IDENTITY AND BACKGROUND

(a) The persons filing this Statement are Mark Global Corporation, a company organized under the laws of the British Virgin Islands (Mark Global), Novatus Holding PTE. Ltd., a private limited company organized under the laws of the Republic of Singapore (Novatus), and Kenges Rakishev (Mr. Rakishev) (collectively, the Reporting Persons). Mr. Rakishev is the sole shareholder of each of Mark Global and Novatus. In such capacity, Mr. Rakishev exercises voting and investment power over the shares of Common Stock held by each of Mark Global and Novatus. The agreement (the Joint Filing Agreement) between the Reporting Persons to file this Statement, and any amendment or amendments thereto, jointly in accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), is attached hereto as Exhibit 99.1.

(b) The business address of Mark Global is c/o Trident Trust Company (BVI) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands. The business address of Novatus is 22B Duxton Hill, Singapore 089605, Republic of Singapore. The business address of Mr. Rakishev is c/o SAT & Company, 241 Mukanova Street, Almaty 050008, Republic of Kazakhstan.

(c) Mark Global is a privately held company and investment vehicle; Novatus is a privately held company and investment vehicle; and Mr. Rakishev is a citizen of the Republic of Kazakhstan, the Chairman of SAT & Company and the sole shareholder of each of Mark Global and Novatus. The business address of SAT & Company is 241 Mukanova Street, Almaty 050008, Republic of Kazakhstan.

(d) During the last five years, none of the Reporting Persons nor, to the knowledge of each of the Reporting Persons, any of the persons listed on Schedule I hereto, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons nor, to the knowledge of each of the Reporting Persons, any of the persons listed on Schedule I hereto, have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mark Global is a company organized under the laws of the British Virgin Islands. Novatus is a company organized under the laws of the Republic of Singapore. Mr. Rakishev is a citizen of the Republic of Kazakhstan.

The name, business address, present principal occupation or employment and citizenship of each director of Mark Global are set forth on **Schedule I** hereto and are incorporated herein by reference. Mark Global currently does not have any executive officers.

The name, business address, present principal occupation or employment and citizenship of each director of Novatus are set forth on **Schedule I** hereto and are incorporated herein by reference. Novatus currently does not have any executive officers.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

All funds used by Novatus to purchase the securities of the Issuer reported in Item 5 of this Statement on behalf of Novatus have come directly from the assets controlled by Novatus and its affiliates. The aggregate amount of consideration paid for the securities reported by Novatus in Item 5 of this Statement was \$23,300,340.04.

All funds used by Mark Global and Mr. Rakishev to acquire the securities of Net Element, Inc. (Target) that were exchanged in the merger described below (the Prior Securities) for the securities of the Issuer described below in Item 4 have come directly from the assets controlled by Mark Global, Mr. Rakishev and their respective affiliates. The aggregate amount of consideration paid for the Prior Securities was \$32,000,000.10, which consisted of (i) \$17,000,000.10 in cash and (ii) the discharge and cancellation by Mark Global of a convertible note made by TGR Capital, LLC (TGR Capital) in favor of Mark Global having an aggregate original principal amount of \$15,000,000 (the TGR Convertible Note).

ITEM 4. PURPOSE OF TRANSACTION

In connection with a private placement of securities by Target (as described in the Target's Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on February 29, 2012, to which reference is hereby made), Mr. Rakishev entered into a Subscription Agreement, dated February 23, 2012, with Target, pursuant to which, among other things, Mr. Rakishev purchased 13,333,334 shares of common stock from Target for aggregate consideration of \$2,000,000.10 on the terms and conditions contained therein. The closing of the transactions contemplated thereby occurred on March 2, 2012.

Mark Global also entered into an Exchange and Stock Purchase Agreement, dated February 24, 2012, with TGR Capital and Mike Zoi, pursuant to which, among other things, Mark Global purchased 200,000,000 shares of common stock of Target from TGR Capital on the terms and conditions contained therein. The aggregate consideration paid by Mark Global for the shares of common stock of Target was \$30,000,000, consisting of (i) \$15,000,000 in cash and (ii) the discharge and cancellation by Mark Global of the TGR Convertible Note. The closing of the transactions contemplated thereby occurred on April 20, 2012.

The Issuer and Target entered into that certain Agreement and Plan of Merger (the Merger Agreement), a copy of which was filed by the Issuer as an exhibit to a Current Report on Form 8-K filed by the Issuer with the SEC on June 14, 2012. The transactions contemplated by the Merger Agreement were consummated on October 2, 2012. In accordance with the terms of the Merger Agreement, (i) the 13,333,334 shares of common stock of Target held directly by Mr. Rakishev were exchanged for 333,334 shares of Common Stock and (ii) the 200,000,000 shares of common stock of Target held directly by Mark Global were exchanged for 5,000,000 shares of Common Stock.

Simultaneously with the consummation of the transactions contemplated by the Merger Agreement, Mr. Rakishev joined the Board of Directors of the Issuer and became Non-Executive Chairman of the Issuer.

Prior to the consummation of the transactions contemplated by the Merger Agreement, Mr. Rakishev caused Novatus to purchase 2,320,751 shares of Common Stock from certain stockholders of the Issuer for aggregate gross proceeds of \$23,300,340.40 to help ensure that the Issuer had the minimum cash amount of \$23,500,000 required by Section 7.03(h) of the Merger Agreement. All of such 2,320,751 shares of Common Stock were purchased for \$10.04 per share.

Each Reporting Person expects to evaluate on an ongoing basis the Issuer's financial condition and prospects and its interest in, and intentions with respect to, the Issuer and their investment in the securities of the Issuer, which review may be based on various factors, including, without limitation, the Issuer's business and financial condition, results of operations and prospects, general economic and industry conditions, the price and availability of shares of the Issuer's capital stock, the conditions of the securities markets in general and those for the Issuer's securities in particular, as well as other developments and other investment opportunities. Accordingly, each Reporting Person reserves the right to change its intentions, as it deems appropriate. In particular, each Reporting Person may at any time and from time to time, in the open market, in privately negotiated transactions or otherwise, increase their investment in securities of the Issuer or dispose of all or a portion of the securities of the Issuer that the Reporting Persons now own or may hereafter. In addition, the Reporting Persons may engage in discussions with management and members of the Board of Directors of the Issuer regarding the Issuer, including, but not limited to, the Issuer's business and financial condition, results of operations and prospects. The Reporting Persons may take positions with respect to and seek to influence the Issuer regarding the matters discussed above. Such suggestions or positions may include one or more plans or proposals that relate to or would result in any of the actions required to be reported herein. The Reporting Persons also reserve the right, in each case subject to applicable law, to (i) cause any of the Reporting Persons to distribute (or pay a dividend in kind to their respective partners, members, or stockholders, as the case may be) shares of Common Stock or other securities owned by such Reporting Persons, (ii) enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of their positions in the shares of Common Stock or other securities and (iii) consider participating in a business combination transaction that would result in an acquisition of all of the Issuer's outstanding shares of Common Stock. To the knowledge of each Reporting Person, each of the persons listed on **Schedule I** hereto may make similar evaluations from time to time or on an ongoing basis.

Except as set forth above in this Item 4, none of the Reporting Persons nor, to the best of their knowledge, any person listed in **Schedule I**, has any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in

the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Issuer's Board of Directors; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) any changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) (i) Mark Global may be deemed to have beneficial ownership of 5,000,000 shares of Common Stock, and all such shares of Common Stock represent beneficial ownership of approximately 17.8% of the Common Stock, based on 28,201,134 shares of Common Stock issued and outstanding as reported to the Reporting Persons by the Issuer.¹

(ii) Novatus may be deemed to have beneficial ownership of 2,320,751 shares of Common Stock, and all such shares of Common Stock represent beneficial ownership of approximately 8.2% of the Common Stock, based on 28,201,134 shares of Common Stock issued and outstanding as reported to the Reporting Persons by the Issuer.

(iii) Mr. Rakishev may be deemed to have beneficial ownership of 7,654,085 shares of Common Stock consisting of (i) 333,334 shares of Common Stock held directly by Mr. Rakishev, (ii) 5,000,000 shares of Common Stock held directly by Mark Global and (iii) 2,320,751 shares of Common Stock held directly by Novatus, and all such shares of Common Stock represent beneficial ownership of approximately 27.1% of the Common Stock, based on 28,201,134 shares of Common Stock issued and outstanding as reported to the Reporting Persons by the Issuer.

(b) Each Reporting Person has sole or shared power to vote or direct the vote and to dispose or direct the disposition of shares of Common Stock beneficially owned by such Reporting Person as indicated herein.

(c) Except as described in Item 4 above, no transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on **Schedule I** hereto, during the 60 day period immediately preceding the date hereof.

(d) Not Applicable.

(e) Not Applicable.

¹ The Issuer has indicated that the number of issued and outstanding shares of Common Stock is an estimate and the actual number of shares of Common Stock issued and outstanding following the consummation of the transactions contemplated by the Merger Agreement is still being finalized.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SECURITIES OF THE ISSUER

The information set forth in Items 2, 4 and 5 hereof is hereby incorporated herein by reference.

Except for the Joint Filing Agreement described in Item 2 above and that certain Affiliate Letter, dated September 28, 2012, by and among Mark Global, Mr. Rakishev and the Issuer (a copy of which is attached hereto as Exhibit 99.2 and is hereby incorporated herein by reference) (the Affiliate Letter), there are no contracts, arrangements, understandings or relationships (legal or otherwise), including, but not limited to, transfer or voting of any of the securities, finders fees, joint ventures, loans or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies among the Reporting Persons or between each Reporting Person and any other person with respect to any securities of the Issuer. No securities are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities.

Mark Global and Mr. Rakishev entered into the Affiliate Letter with the Issuer in connection with the transactions contemplated by the Merger Agreement. Pursuant to the Affiliate Letter, Mark Global and Mr. Rakishev agreed, among other things, to not make sales, transfers and other dispositions of shares of Common Stock in violation of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder by the SEC (including, without limitation, Rule 145).

The foregoing description of the Affiliate Letter is qualified in its entirety by reference to the Affiliate Letter.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit No.	Description
99.1	Joint Filing Agreement, dated October 9, 2012, among the Reporting Persons.
99.2	Affiliate Letter Agreement, dated September 28, 2012, entered into by and among Mark Global, Mr. Rakishev and the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 9, 2012

MARK GLOBAL CORPORATION

By: /s/ Kenges Rakishev
Its: Authorized Signatory

NOVATUS HOLDING PTE. LTD.

By: /s/ Kenges Rakishev
Its: Authorized Signatory

/s/ Kenges Rakishev
Kenges Rakishev

EXHIBIT INDEX

Exhibit No.	Description
99.1	Joint Filing Agreement, dated October 9, 2012, among the Reporting Persons.
99.2	Affiliate Letter Agreement, dated September 28, 2012, entered into by and among Mark Global, Mr. Rakishev and the Issuer.

Schedule I

Mark Global

The name of each director of Mark Global Corporation is set forth below.

The business address of Nurlan Abduov is 280 Bayzakov Street, Almaty Towers Business Centre, South Tower, 9th Floor, 901 Office, Almaty, Republic of Kazakhstan. The business address of Josef Rickli is Althardstrasse 10, CH-8105 Regensdorf, Switzerland.

Nurlan Abduov is a citizen of the Republic of Kazakhstan. Josef Rickli is a citizen of Switzerland. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation
Nurlan Abduov	Independent member of the Board of Directors of Intergas Central Asia and KazMunaiGas Refining and Marketing
Josef Rickli	Director of Mark Global Corporation

Novatus

The name of each director of Novatus Holding PTE. Ltd. is set forth below.

The business address of Nurlan Abduov is 280 Bayzakov Street, Almaty Towers Business Centre, South Tower, 9th Floor, 901 Office, Almaty, Republic of Kazakhstan. The business address of Thomas Haeusler is 28 Tomlinson Road, #13-28, Kum Hing Court, Singapore 247854, Republic of Singapore.

Nurlan Abduov is a citizen of the Republic of Kazakhstan. Thomas Haeusler is a citizen of Switzerland. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation
Nurlan Abduov	Independent member of the Board of Directors of Intergas Central Asia and KazMunaiGas Refining and Marketing
Thomas Haeusler	Manager of a consulting company and lawyer

ILP or the Matching Plan.

h. Stock purchasing conditions

Not applicable. No Company stock purchasing option is granted within the scope of either the ILP or the Matching Plan. Once assessed, the amount owed to executives within the scope of either Plan is paid in cash.

i. Criteria for stock pricing or option reference period

Not applicable. As no stock purchasing option nor stock purchase are granted within the scope of either Plan, it makes no sense setting criteria for stock pricing or option reference period.

With respect to the ILP Plan, the amount owed to executives is calculated as per the valuation of a given number of Vale's virtual ordinary stocks within the period of the past three years, and is based upon the stock average initial quotation of the last 60 stock market floor sessions prior to the incentive grant, and the stock average final quotation at the closing of the last 60 stock market floor sessions of the third year. This figure is then multiplied by a Company performance factor as a relative value to a peer group comprising 20 similar-size global companies. Face to the Company ranking within the latter global companies group, the ILP Plan may have its amount expanded by up to 50% or it might be even zeroed.

However, for the Matching Plan, the net amount to be paid to executives as incentives is calculated upon the number of Company class A preferred stocks purchased by the executive in order to become eligible to the Plan.

j. Criteria for establishing the reference period

Not applicable. As mentioned above, no Company stock purchasing option is granted within the scope of either the ILP or the Matching Plan. Therefore, there is no reference period.

However, both the ILP and the Matching Plan preestablish that the payment of incentives be made after a three-year grace period.

k. Liquidation conditions

Both the ILP and the Matching Plan pre-establish that premiums be paid in cash.

l. Restrictions to stock transfer

With respect to the Matching Plan, the executive will lose his/her right to the premium if he/she transfers, within the three-year period, any Company preferred stock that is plan-bonded.

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Not applicable to the ILP Plan, though, once this Plan`s participants are not required to retain their stockholding position in the company nor are they granted any stocks within the scope of the Plan.

m. Criteria and events that, upon occurrence, shall result in the plan suspension, change or extinction

With respect to the Matching Plan, any transference of Vale`s issued preferred stocks that are plan-bonded before the three-year grace period or the executive`s severance generate the extinction of any rights whatsoever that they would otherwise be entitled to within the scope of the Plan.

However, with respect to the ILP Plan, the executive`s severance generates the extinction of any rights whatsoever that they would otherwise be entitled to within the scope of the Plan.

n. Effects generated by the Company`s Board and Committee Manager`s departure upon his/her rights as provided by the stock-based compensation plan

As the Plan works as a retention mechanism, if the Manager resigns, he/she shall lose all his/her rights to the long-term plans ILP and Matching. In case the Manager`s contract is rescinded or not renewed by the Company, the participant shall receive all the ILP Plan incentives he had purchased prior to the contract rescision or termination date.

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13.5 Number of stocks or direct or indirect stock holdings, either in Brazil or overseas, and other securities that might be converted into stock or quotas, issued by the Company, direct or indirect affiliates, subsidiaries or companies under common control, by members of the Executive Board, of the Statutory Board or the Fiscal Board, grouped per board or committee, on the closing date of the last accounting reference period:

(a) the number of stocks or direct or indirectly quotas of stocks issued by Vale either in Brazil or overseas held by its Board of Directors members, Executive Officers and Fiscal Council members, brouped by board or committee, on the closing day of the last accounting reference period:

VALE S.A.

Stockholders	Common	Preferred
Board of Directors	1.284	54.075
Executive Officers	156.056(*)	953.345(*)
Fiscal Council	0	0
Total	157.340	1.007.420

(*) Including 20.00 VALE shares and 70.560 VALE.P shares owned as *American Depositary Receipts* (ADRs), at the New York Stock Exchange.

(b) the number of stocks or direct or indirectly quotas of stocks issued by Vale either in Brazil or overseas held by its Board of Directors members, Executive Officers and Fiscal Council members, grouped by board or committee, on the closing day of the last accounting reference period:

VALEPAR S.A.

Stockholders	Common	Preferred
Board of Directors	13	0
Executive Officers	0	0
Fiscal Council	0	0
Total	13	0

BRADESPAR S.A.

Stockholders	Common	Preferred
Board of Directors	408	1.648
Executive Officers	0	0
Fiscal Council	2104	6384
Total	2.512	8.032

BNDES PARTICIPAÇÕES S.A. BNDESPAR

	Non-convertible Debentures (BNDP-41)	Convertible Debentures (BNDP-42)
Stockholders		
Board of Directors	0	0
Executive Officers	0	0
Fiscal Council	10	1
Total	10	1

Table of Contents**MITSUI & CO., LTD**

	Common	Preferred
Stockholders		
Board of Directors	50.140	0
Executive Officers	0	0
Fiscal Council	0	0
Total	50.140	0

BANCO DO BRASIL S.A.

	Common	Subscription Bonds
Stockholders		
Board of Directors	3.307	5.021
Executive Officers	0	0
Fiscal Council	1068	0
Total	4.375	5.021

BANCO BRADESCO S.A.

	Common	Preferred
Stockholders		
Board of Directors	165	24.145
Executive Officers	2.970	22.953
Fiscal Council	23350	65200
Total	26.485	112.298

(c) number of stocks or direct or indirectly quotas of stocks and other securities that might be converted in stocks or quotas of stocks issued either in Brazil or overseas by Vale's affiliates and subsidiaries held by its Board of Directors members, Executives Officers and Fiscal Council members, grouped by board or committee on the closing day of the last accounting reference period:

FERROVIA CENTRO ATLÂNTICA S.A.

	Common	Preferred
Stockholders		
Board of Directors	0	0
Executive Officers	0	0
Fiscal Council	0	0
Total	0	0

FERROVIA NORTE SUL S.A.

	ON	PN
Stockholders		
Board of Directors	0	0
Executive Officers	1	0
Fiscal Council	0	0
Total	1	0

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	Common	Preferred
Stockholders		
Board of Directors	0	0
Executive Officers	402	0
Fiscal Council	0	0
Total	402	0

MRS LOGÍSTICA S.A.

	Common	Preferred
Stockholders		
Board of Directors	0	0
Executive Officers	0	0
Fiscal Council	0	0
Total	0	0

PT INTERNATIONAL NICKEL INDONESIA TBK

	Common	Preferred
Stockholders		
Board of Directors	0	0
Executive Officers	0	0
Fiscal Council	0	0
Total	0	0

13.6 With respect to stock-based compensation, as acknowledged in the past three accounting reference periods and as estimated for the current accounting reference period, for Executive Board and the Statutory Board.

The Matching Plan was established in 2008 and provides for a three-year grace period. Therefore, the incentive within the scope of this Plan shall only be due by the Company in April 2011.

As informações abaixo se referem ao Plano de Incentivo a Longo Prazo (ILP) descrito detalhadamente no item 13.4 (I). Como o Plano não contempla a outorga de opções de compra de ações, mas apenas se baseia nas cotações das ações ordinárias da Companhia para definir o valor em espécie a ser pago a título de incentivo aos diretores executivos, grande parte das informações das tabelas abaixo não é aplicável.

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Estimates for the accounting reference period to be closed on December 31, 2010

	Executive Board	Statutory Board	Total
Number of members		6	6
With respect to each option grant			
Grant datea		March 2010	
Number of granted options			
Deadline for options to become redeemable		January 2013	
Deeadline for redeeming options			
Grace period for stock transfer			
Pondered average price within accounting reference period for each of the following option groups			
Outstanding at the beginning of the accounting reference period			
Not redeemed throughout accounting reference period			
Redeemed within accounting reference period			
Expired within accounting reference period			
Fair option price on grant date		BRL 18,986,037.00 ₁	BRL 18,986,037.00
Potential dilution in case all granted options were redeemed			

Note:

- 1 Calculations performed upon bonus % (profit share) as paid on March 2010.

Table of Contents**Accounting reference period closed on December 31, 2009**

	Executive Board	Statutory Board	Total
Number of members		7	5
With respect to each option grant			
Grant datea		February 2009	
Number of granted options			
Deadline for options to become redeemable		January 2012	
Deeadline for redeeming options			
Grace period for stock transfer			
Pondered average price within accounting reference period for each of the following option groups			
Outstanding at the beginning of the accounting reference period			
Not redeemed throughout accounting reference period			
Redeemed within accounting reference period			
Expired within accounting reference period			
		BRL	BRL
Fair option price on grant date		14,566,434.00 ₁	14,566,434.00
Potential dilution in case all granted options were redeemed			

Note:

1 Calculations performed upon bonus % (profit share) as paid on February 2009.

13.7 With respect to outstanding options for the Executive Board and the Statutory Board at the closing of the last accounting reference period

Not applicable. See items 13.4 and 13.6 above.

13.8 With respect to redeemed and delivered options for the Executive Board and the Statutory Board, in the past three accounting reference periods

Not applicable. See items 13.4 and 13.6 above.

13.9 Summary of relevant information aiming at a broader understanding of data presented under items 13.6 through 13.8 above, as well as an explanation of the pricing method used for stock and option values

Not applicable.

13.10 Private Pension Funds in force granted to members of the Executive Board and the Statutory Board

Pursuant to contract provisions, the Company pays for both the employer`s and the employee`s share, up to 9% of the fixed compensation, to Valia Fundação Vale do Rio Doce de Seguridade Social (Vale do Rio Doce Social Security Foundation), or to any other private pension fund chosen by the Statutory Board member.

At Valia, the minimum required age for benefit eligibility, including a retirement plan, is 45 years of age, after having contributed for the given plan for a minimum grace period of 5 years. Six of the seven current members of the Executive Board are members of this plan and they have all already acquired the right to enjoy the benefits.

Table of Contents**Valia Fundação Valor do Rio Doce de Seguridade Social**

	Executive Board	Statutory Board	Total
Number of members	11 full members and 10 deputy members	5	26
Plan name	Pre-Established Contribution Plan		Vale Mais
Number of managers that are eligible for retirement benefits		5	5
Eligibility to early retirement			
Updated value of accumulated contributions to social security and pension plan up until the closing of the last accounting reference period, minus amounts paid by managers		BRL 5,015,938.00	BRL 5,015,838.00
Total accumulated amount of contributions paid throughout the last accounting reference period, minus amounts paid by managers		BRL 854,559.00	BRL 854,559.00
Eligibility for advanced redemption and conditions			
One of the members of the Statutory Board is a member of a private pension fund managed by Bradesco Vida e Previdência S.A., which is described below:			

Bradesco Vida e Previdência S.A.

	BD Plan (Pré-established Benefits) and PGBL Plan (Pre-established Contribution)
Plan name	
Number of managers that are eligible for retirement benefits	1
Eligibility to early retirement	1
Updated value of accumulated contributions to social security and pension plan up until the closing of the last accounting reference period, minus amounts paid by managers	BRL 3,282,520.00
Total accumulated amount of contributions paid throughout the last accounting reference period, minus amounts paid by managers	BRL 425,884.00
Eligibility for advanced redemption and conditions	

13.11 Managers' Average Compensation

Information not disclosed due to injunctive relief granted by the Honorable Judge of the 5th Circuit Court of Federal Justice of Rio de Janeiro to IBEF/RJ, to which Vale and the company executives are linked.

13.12 Contract agreements, insurance policies or other instruments that might underlie the compensation or indemnity mechanisms applicable to managers in the occurrence of dismissal or retirement, and the financial burden they result in for the Company

The contracts signed by members of the Statutory Board have a provision for indemnity for contract rescission or non-renewal once such events are generated by the Company. In the latter case, the following amounts and conditions are provided for: (i) 2 (two) fixed annual salaries for the Managing President; or (ii) 1 (one) fixed annual salary for the Executive Managers. Indemnity payment is made in four quarterly payments and conditioned to a non-compete agreement to be in force for the following 12 months.

The contract also provides for a Life Insurance Policy, whose insured capital is worth twice as much as the fixed annual compensation, for the purposes of death or total permanent disability (TPD).

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No other type of contract agreement is drawn with members of the Executive Board or the Fiscal Board. The same applies to any other types of contract agreements, life insurance policies or any other instruments that might underlie compensation or indemnity mechanisms in case an executive is dismissed or retires.

13.13 With respect to the last three accounting reference periods, disclose the percentage of total compensation for each board or committee as acknowledged in the Company results and which applies to members of the Executive Board, of the Statutory Board or the Fiscal Board, that are somehow connected to direct or indirect affiliates, in compliance with the accounting rules that govern this matter.

Board or Committee	Accounting reference period closed on December 31, 2009
Executive Board	83.37%
Statutory Board	0%
Fiscal Board	25.00%

Pursuant to the provisions of art. 67 of CVM directive no. 480/09, no information concerning 2007 and 2008 accounting reference period shall be submitted.

13.14 With respect to the last three accounting reference periods, disclose the amounts as acknowledged in the Company results for compensation paid to members of the Executive Board, of the Statutory Board or the Fiscal Board, grouped by board or committee, for any purpose other than the function they perform, such as commissions, consulting or advisory services.

No payments of any other type rather than for the function they perform were made to any member of the Executive Board, of the Statutory Board or the Fiscal Board.

13.14 With respect to the last three accounting reference periods, disclose the amounts as acknowledged in the results released by direct or indirect affiliates, subsidiaries or companies under common control, by members of the Executive Board, of the Statutory Board or the Fiscal Board, grouped per board or committee, specifying the purpose of such amounts paid to the referred individuals.

Board or Committee	Accounting reference period closed on December 31, 2009
Executive Board	
Statutory Board	BRL 707,352.00 (Annual fixed Compensation: BRL 515,523.00 / Direct and indirect benefits: BRL 191,829.00)

Fiscal Board

Note:

- The above amount refers to compensation paid to an Executive Manager working a tour controlled company Vale Inco Limited, in Canada.

De acordo com a faculdade prevista no art. 67 da Instrução CVM nº 480/09, não serão apresentadas as informações relativas aos exercícios de 2007 e 2008.

13.16 Other information that the Company might judge relevant

There are no other relevant information with respect to item 13 .

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Vale S.A.
(Registrant)

Date: April 14, 2010

By: /s/ Roberto Castello Branco
Roberto Castello Branco
Director of Investor Relations