

TELENOR ASA
Form F-6 POS
May 31, 2007

As filed with the U.S. Securities and Exchange Commission on May 31, 2007

Registration No. 333-12920

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts**

Telenor ASA
(Exact name of issuer of deposited securities as specified in its charter)

Not applicable
(Translation of issuer's name into English)

Norway
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

4 New York Plaza, 13th Floor, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP

**570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600**

It is proposed that this filing become effective under Rule 466
o immediately upon filing
x on June 12, 2007

If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit | Proposed maximum Aggregate offering price | Amount of Registration fee |
|--|------------------------------------|--|--|---|
| American Depositary Shares ("ADSs") each representing three ordinary shares of Telenor ASA | N/A | N/A | N/A | N/A |

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the form of Amendment to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of principal executive office of the Depository | Introductory paragraph and final sentence on Face of American Depositary Receipt |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (13) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (7), (9) and (11) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraph (10) |
| (v) Sale or exercise of rights | Paragraphs (9) and (11) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (7), (9) and (14) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depository and the list of Holders of ADRs | Paragraph (2) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (4) and (5) |
| (x) Limitation upon the liability of the Depository | Paragraph (15) |
| (3) Fees and Charges | Paragraph (9) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (a) Statement that Telenor ASA publishes on its web site or otherwise furnishes the Commission with certain public reports and documents required by foreign law or otherwise under Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, and that, to the extent furnished to the Commission, such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (10) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement among Telenor ASA, JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York), as depository (the "Depository"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as an Exhibit to Registration Statement No. 333-12920 which is incorporated herein by reference.
- (a)(2) Form of Amendment to Deposit Agreement, including the form of ADR, filed as exhibit (a)(2) hereto and incorporated herein by reference.
- (b) **Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of counsel to the Depository, as to the legality of the securities being registered.** Previously filed as Exhibit (d) to Registration Statement No. 333-12920 which is incorporated herein by reference.
- (e) **Certification under Rule 466.** Filed herewith as exhibit (e).

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on May 30, 2007.

Legal entity created by the form of Deposit Agreement for
the issuance of ADRs evidencing American Depositary
Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/Joseph M. Leinhauser

Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Telenor ASA certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized in the Kingdom of Norway on May 29, 2007.

TELENOR ASA

By: /s/Trond Ø. Westlie

Name: Trond Ø. Westlie

Title: Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Trond Ø. Westlie and Pål Wien Espen, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of May 29, 2007.

| <u>Name</u> | <u>Title</u> |
|--|--|
| /s/ Thorlief Enger Thorlief Enger | Chairman of the Board of Directors |
| /s/ Bjørg Ven Bjørg Ven | Vice Chairman of the Board of Directors |
| /s/ Jon Fredrik Baksaas Jon Fredrik Baksaas | President and Chief Executive Officer |
| /s/ Trond Ø. Westlie Trond Ø. Westlie | Executive Vice President and Chief Financial Officer |
| /s/ John Giverholt John Giverholt | Director |
| /s/ Liselott Kilaas Liselott Kilaas | Director |
| /s/ Per Gunnar Salomonsen Per Gunnar Salomonsen | Director |
| /s/ Harald Stavn Harald Stavn | Director |
| /s/ Irma Tystad Irma Tystad | Director |

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement, or amendment thereto, has been signed on May 29, 2007 by the undersigned as the duly authorized representative of Telenor ASA in the United States.

Puglisi & Associates

By: /s/Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

INDEX TO EXHIBITS

| Exhibit Number | |
|-------------------|---|
| (a)(2) | Form of Amendment to Deposit Agreement. |
| (e) | Rule 466 Certification |
