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AKZO NOBEL NV
Form F-6
October 13, 2004

As filed with the Securities and Exchange Commission on October 13, 2004

Registration No.333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

AKZO NOBEL N.V.
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

The Netherlands
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS,
formerly Bankers Trust Company
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-8500

(Address, including zip code, and telephone number, including
area code, of depositary's principal executive offices)

Akzo Nobel Inc.
7 Livingstone Avenue
Dobbs Ferry, New York 10522
(914) 674-5183

(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Francis Fitzherbert-Brockholes, Esq.
White & Case LLP
7-11 Moorgate
London EC2R 6HH

Richard C. Morrissey, Esq.
Sullivan & Cromwell LLP
1 New Fetter Lane
London EC4A 1AN

Deutsche Bank Trust C
Attention: ADR D
60 Wall Stre
New York, NY

It is proposed that this filing become effective under Rule 466:

☐ immediately upon filing
☐ on (Date) at (Time)

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If a separate registration statement has been filed to register the deposited shares, check the f

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Aggregate Price
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one Ordinary Share, nominal value EUR 2.00, of Akzo Nobel N.V.	100,000,000 ADSs	\$5.00	\$5,000,000
* Each unit represents 100 American Depositary Shares.			
** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.			

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption

Location in Form of American Depositary Receipt ("Re") Filed Herewith as Prospectus

1. Name of depositary and address of its principal executive office

Face of Receipt, Introduction

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2.	Title of Receipts and identity of deposited securities	Face of Receipt, Top ce
	Terms of Deposit:	
(i)	The amount of deposited securities represented by one American Depositary Share	Face of Receipt, Upper
(ii)	The procedure for voting, if any, the deposited securities	Reverse of Receipt, Par and (17)
(iii)	The collection and distribution of dividends	Reverse of Receipt, Par
(iv)	The transmission of notices, reports and proxy soliciting material	Face of Receipt, Paragr Reverse of Receipt, Par
(v)	The sale or exercise of rights	Reverse of Receipt, Par and (16)
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt, Paragr (6) Reverse of Receipt, Pa and (18)
(vii)	Amendment, extension or termination of the deposit arrangements	Reverse of Receipt, Par (23) (no provision for exten
(viii)	Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Face of Receipt, Paragr
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt, Paraga (4), (6), (7), (9) and
(x)	Limitation upon the liability of the depositary	Face of Receipt, Paragr Reverse of Receipt, Par and (20)
3.	Fees and charges which may be imposed directly or	Face of Receipt, Paragr
	indirectly against holders of Receipts	Face of Receipt, Paragr

Item 2. AVAILABLE INFORMATION

Akzo Nobel N.V. ("the Company") is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports and other information can be inspected and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20549, at the principal executive office of the Depositary and where made available by the Commission, on the Commission's website.

PROSPECTUS

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The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Supplemental Agreement to the Deposit Agreement filed as Exhibit (a) (2) to this Registration Statement and incorporated herein by reference.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (1) Amended and Restated Deposit Agreement, dated as of October 15, 1999, by and among the Company, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). - Filed as Exhibit (a) to Form F-6 (File Number 333-112715), dated February 11, 2004, and incorporated herein by reference.
- (a) (2) Supplemental Agreement to Deposit Agreement, dated as of October 18, 2004, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). - Filed herewith as Exhibit (a) (2).
- (b) Any other agreement to which the Depositary 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 Depositary and the Company in effect at any time within the last three years. - Not Applicable.
- (d) Opinion of White & Case, counsel to the Depositary, as to the legality of the securities being registered. - Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. - Not Applicable.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. - Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary 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 Depositary 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 disclosed in the prospectus, the Depositary 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

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anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of October 15, 1999, and as supplemented and amended by the Supplemental Agreement to Deposit Agreement, dated as of October 18, 2004, by and among the Company, the Depositary, as successor depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on October 4, 2004.

Legal entity created by the Amended and Restated Deposit Agreement dated as of October 15, 1999, and as supplemented and amended by the Supplemental Agreement to Deposit Agreement, dated as of October 18, 2004, for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing one Ordinary Share, nominal value EUR 2.00, of the Company.

Deutsche Bank Trust Company
Americas, solely in its capacity as
Depositary

By: /s/ Jeff Margolick

Name: Jeff Margolick
Title: Vice President

By: /s/ Clare Benson

Name: Clare Benson
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Akzo Nobel N.V. certifies that it has reasonable grounds to believe that all the

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requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Amsterdam, The Netherlands, on September 27, 2004.

Akzo Nobel N.V.

By: /s/ R. (Rob) Frohn

Name: R. (Rob) Frohn
Title: Director, Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on September 27, 2004.

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kenneth Frank, to act as his/her true and lawful attorneys-in-fact and agents, with full and several power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States 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/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Name

Title

/s/ G.J. (Hans) Wijers

Name: G.J (Hans) Wijers

Chairman and Chief Executive Officer

/s/ R. (Rob) Frohn

Name: R. (Rob) Frohn

Director, Chief Financial Officer

/s/ Jacq J.M. Derckx

Name: Jacq J.M. Derckx

Chief Accounting Officer

/s/ A.T.M. (Toon) Wilderbeek

Name: A.T.M. (Toon) Wilderbeek

Director

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/s/ Rudy M.J. van der Meer

Director

Name: Rudy M.J. van der Meer

/s/ L. (Leif) Darner

Director

Name: L. (Leif) Darner

Akzo Nobel Inc.

Authorized Representative in the Uni

By: /s/ Kenneth Frank

Name: Kenneth Frank
Title: Senior Vice President and
General Counsel

INDEX TO EXHIBITS

Exhibit Number

Sequentially
Numbered Page

- | ----- | ----- |
|--------|--|
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