

POSCO
Form F-6
June 20, 2013

As filed with the Securities and Exchange Commission on June 20, 2013

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

POSCO

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

[N/A]

(Translation of issuer’s name into English)

The Republic of Korea

(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.

(Exact name of depository as specified in its charter)

399 Park Avenue
New York, New York 10043
(877) 248-4237

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

POSCO America Corp.
2 Executive Drive, Suite #805
Fort Lee, NJ 07024
(201) 585-3060

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

Copies to:

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New York, New York 10036
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It is proposed that this filing become effective under Rule 466: immediately upon filing.
 on (Date) at (Time).

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, each representing the right to receive one-fourth of one common share of POSCO	400,000,000 American Depositary Shares	\$5.00	\$20,000,000	\$2,728.00

*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 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.

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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 (“Receipt”) Filed Herewith as Prospectus
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory Article.
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share (“ADSs”)	Face of Receipt - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	Paragraphs (15) and (16).
(iii) The collection and distribution of dividends	Paragraphs (12), (14) and (15).
(iv) The transmission of notices, reports and proxy soliciting material	Paragraphs (11), (15), and (16).
(v) The sale or exercise of rights	Paragraph (13).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (12) and (17).
(vii) Amendment, extension or termination of the deposit agreement	Paragraphs (20) and (21).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs	Paragraph (11).

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| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (2), (3), (4), (6) and (8). |
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Item Number and Caption	Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus
(x) Limitation upon the liability of the Depository	Paragraphs (13) and (18).
3. Fees and charges which may be imposed directly or indirectly on holders of ADSs	Paragraph (7).
Item 2. AVAILABLE INFORMATION	Paragraph (11).

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement, by and among POSCO (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). Filed herewith as Exhibit (a).
- (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. None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. None.
- (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 undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, 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 amount of fees charged is not 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 anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Amended and Restated Deposit Agreement, by and among POSCO, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares to be 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 New York, State of New York, on the 20th day of June, 2013.

Legal entity to be created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive one-fourth of one common share of POSCO

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith Galfo
Name: Keith Galfo
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, POSCO 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 Seoul, Republic of Korea, on June 20, 2013.

POSCO

By: /s/ Shim, Tong-Wook
For and on behalf of POSCO
Name: Shim, Tong-Wook
Title: Senior Vice President and Head of
Finance Department

Each person whose signature appears below hereby constitutes and appoints Shim, Tong-Wook, Senior Vice President and Head of Finance Department, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto such said attorney-in-fact power and authority to do and perform every act necessary or desirable to be done solely in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any substitute or substitutes of such attorney-in-fact, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on June 20, 2013.

/s/ Young-Sun Lee
Young-Sun Lee
Director – Chairman of the
Board

/s/ Joon-Yang Chung
Joon-Yang Chung
Chief Executive Officer and
Representative Director
(Principal Executive Officer)

/s/ Joon-Ho Han
Joon-Ho Han
Director

/s/ Ki-Hong Park
Ki-Hong Park
President and Representative
Director
(Principal Financial Officer
and Principal Accounting
Officer)

/s/ Chang-Hee Lee
Chang-Hee Lee Director

/s/ Joon-Sik Kim
Joon-Sik Kim
President and Representative
Director

/s/ James B. Bemowski
James B. Bemowski Director

/s/ In-Hwan Chang
In-Hwan Chang
Senior Executive Vice
President and Representative
Director

/s/ Chae-Choi Shin
Chae-Chol Shin Director

/s/ Yeung Gyu Kim
Yeung Gyu Kim
Senior Executive Vice
President and Director

/s/ Myoung-Woo Lee
Myoung-Woo Lee
Director

/s/ Yong-Nam Park
Yong-Nam Park

President, POSCO America
Corp.
Authorized Representative in
the United States

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Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
(a)	Form of Amended and Restated Deposit Agreement	
(d)	Opinion of counsel to the Depositary	