

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form POS AM

SGL CARBON AKTIENGESELLSCHAFT
Form POS AM
April 04, 2007

As filed with the Securities and Exchange Commission on April 4, 2007

Registration No. 333-141562

=====

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares Evidenced by American Depositary Receipts
of

SGL CARBON AKTIENGESELLSCHAFT

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

N/A

(Translation of issuer's name into English)

FEDERAL REPUBLIC OF GERMANY

(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depositary as specified in its charter)

60 Wall Street, New York, N.Y. 10005

(212) 602-1044

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

ANNA BLACKWELDER

(c/o SGL Carbon LLC, 8600 Bill Ficklen Drive, Charlotte, North Carolina 28269,
United States of America, Tel: (704) 593-5282)

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

COPIES TO:

Francis Fitzherbert-Brockholes
White & Case LLP
5 Old Broad Street
London EC2N 1DW, UK
+44 20 7532 1000

Stephan Hutter
Shearman & Sterling LLP
Gervinusstrasse 17
D-60322 Frankfurt am Main, Germany
+49 69 9711 1000

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. [x]

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Propos maximum agg offering pr
---	----------------------------	---	--------------------------------------

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form POS AM

American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-third of one ordinary share of SGL Carbon Aktiengesellschaft	20,000,000 American Depositary Shares	\$5.00	\$100,000,
--	---------------------------------------	--------	------------

(1) For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The registrant hereby amends this Post-Effective Amendment No. 1 to Form F-6 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 Post-Effective Amendment No. 1 to Form F-6 Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Post-Effective Amendment No. 1 to Form F-6 Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

The prospectus consists of the form of American Depositary Receipt included as Exhibit A to Amendment No. 2 to Deposit Agreement previously filed (file number 333-141562) and incorporated by reference in this Post-Effective Amendment No. 1 to Form F-6 Registration Statement.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depositary	Face of Receipt, introductory paragraph and final sentence on face
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center and introductory paragraph
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner and introductory paragraph
(ii) The procedure for voting, if any, the deposited securities	Paragraphs 16, 17, 19 and 24
(iii) The collection and distribution	Paragraphs 4, 12, 14, 16 and 22

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form POS AM

of dividends

- | | |
|--|---|
| (iv) The transmission of notices, reports and proxy soliciting material | Paragraphs 11, 16, 17, 18, 19 and 24 |
| (v) The sale or exercise of rights | Paragraphs 14, 15 and 19 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs 12, 14, 16, 18 and 19 |
| (vii) Amendment, extension or termination of the deposit agreement | Paragraphs 21 and 22 (no provision for extension) |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Paragraphs 11 and 13 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs 2, 3, 4, 5, 6, 8 and 23 |
| (x) Limitation upon the liability of the depository | Paragraphs 14, 19, 20 and 22 |

3. Fees and Charges Paragraphs 2, 3, 7, 12, 15, 19 and 21

Item - 2. Available Information

- 2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission Paragraph 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- (a) (1) Form of Deposit Agreement dated as of June 4, 1996, among SGL Carbon Aktiengesellschaft (the "Company"), JP Morgan Chase Bank (formerly Morgan Guaranty Trust Company of New York) as original depository (the "Original Depository"), and all holders and beneficial owners (the "Holders") from time to time of American Depositary Receipts issued thereunder (as amended from time to time, the "Deposit Agreement"). - Previously filed (file number 333-11478) and incorporated herein by reference.
- (a) (2) Form of Amendment No. 1 to Deposit Agreement dated as of February 22, 2000, among the Company, the Original Depository and the Holders. - Previously filed (file number 333-11478) and incorporated herein by reference.
- (a) (3) Amendment No. 2 to Deposit Agreement dated as of March 26, 2007, among the Company, Deutsche Bank Trust Company Americas, as successor

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form POS AM

depository (the "Depository") and the Holders. - Previously filed (file number 333-141562) and incorporated herein by reference.

- (b) Any other agreement to which the Depository is a party relating to the issuance of the Depository Shares registered hereby or the custody of the deposited securities represented. - 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. - See (a) above.
- (d) Opinion of White & Case LLP, counsel for the Depository, as to legality of the securities to be registered and superseding the previously filed opinion in its entirety. - Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. - Not Applicable.

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 ADRs, 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 ADR 30 days before any change in the fee schedule.

SIGNATURES

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 No. 1 to Form F-6 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on April 4, 2007.

Legal entity created by the agreement for the issuance of American Depository Receipts evidencing American Depository Shares

By: Deutsche Bank Trust Company Americas, as Depository

By: /s/ Jeff Margolick

Name: Jeff Margolick
Title: Director

By: /s/Tom Murphy

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form POS AM

Name: Tom Murphy
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, SGL Carbon Aktiengesellschaft has caused this Post-Effective Amendment No. 1 to Form F-6 Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Frankfurt am Main, Federal Republic of Germany on April 4, 2007.

SGL Carbon Aktiengesellschaft

By: /s/Christian Schwarz

Name: Christian Schwarz
Title: Attorney-In-Fact

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form F-6 Registration Statement has been signed by the following persons in the capacities indicated on April 4, 2007.

Name -----	Title -----
/s/Christian Schwarz ----- Christian Schwarz	On behalf of Robert J. Koehler, Chairman, Chief Executive Officer, Member of the Management Board
/s/Christian Schwarz ----- Christian Schwarz	On behalf of Sten Daugaard, Chief Financial Officer, Member of the Management Board
/s/Christian Schwarz ----- Christian Schwarz	On behalf of Theodore H. Breyer, Member of the Management Board
/s/Christian Schwarz ----- Christian Schwarz	On behalf of Dr. Hariolf Kottmann, Member of the Management Board
/s/Christian Schwarz ----- Christian Schwarz	On behalf of Anna Blackwelder, Authorized Representative in the United States

INDEX TO EXHIBITS

Exhibit Number -----	Exhibit -----
(a) (1)	Form of Deposit Agreement. - Previously filed (file number 333-11478) and incorporated herein by reference.
(a) (2)	Form of Amendment No. 1 to Deposit Agreement. - Previously filed (file number 333-11478) and incorporated herein by reference.

Edgar Filing: SGL CARBON AKTIENGESELLSCHAFT - Form POS AM

- (a) (3) Amendment No. 2 to Deposit Agreement. - Previously filed (file number 333-141562) and incorporated herein by reference.

- (d) Opinion of White & Case LLP, counsel for the Depositary, as to legality of the securities to be registered and superseding the previously filed opinion in its entirety. - Filed herewith as Exhibit (d).