

GRUPO FINANCIERO GALICIA SA

Form 20-F/A

May 09, 2018

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 9, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

Amendment No. 1

(Mark One)

Registration Statement pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934 or

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2017 or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____ or

**Shell Company Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of event requiring this Shell Company Report**

Commission File Number 000-30852

GRUPO FINANCIERO GALICIA S.A.

(Exact name of Registrant as specified in its charter)

GALICIA FINANCIAL GROUP

(Translation of Registrant's name into English)

REPUBLIC OF ARGENTINA

(Jurisdiction of incorporation or organization)

Grupo Financiero Galicia S.A.

Tte. Gral. Juan D. Perón 430, 25th floor

C1038 AAJ-Buenos Aires, Argentina

(Address of principal executive offices)

Pedro A. Richards, Chief Executive Officer

Tel: 54 11 4 343 7528 / Fax: 54 11 4 331 9183, prichards@gfgsa.com

Perón 430, 25° Piso C1038AAJ Buenos Aires ARGENTINA

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

American Depositary Shares, each representing ten Class B ordinary Shares

Name of each exchange on which registered

Nasdaq Capital Market

Title of each class

Class B Ordinary Shares, Ps.1.00 par value, (not for trading but only in connection with the listing of the American Depositary Shares on the Nasdaq Capital Market)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

| | |
|--|---------------|
| Class A Ordinary Shares, Ps.1.00 par value | 281,221,650 |
| Class B Ordinary Shares, Ps.1.00 par value | 1,145,542,947 |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of large accelerated filer, accelerated filer, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

The term new or revised financial accounting standard refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards

Other

As issued by the International Accounting Standards Board

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

EXPLANATORY NOTE

Grupo Financiero Galicia S.A. (the Company) is filing this Amendment No. 1 on Form 20-F/A (the Amendment) to its Annual Report on Form 20-F for the fiscal year ended December 31, 2017, which was originally filed on April 19, 2018 (the Original Filing) for the purpose of correcting the check mark on the cover page of the Original Filing to reflect that the Company is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933, as amended. The Original Filing indicated that the Company was not a well-known seasoned issuer.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), the certifications required by Rule 13a-14(a) under the Exchange Act are also being filed as exhibits to this Amendment.

Other than as required to reflect the amendment discussed above, this Amendment does not, and does not purport to, amend, update or restate any other information in the Original Filing, or reflect any events that have occurred after the filing of the Original Filing. This Amendment should be read in conjunction with the Original Filing, which continues to speak as of the date of the Original Filing.

EXHIBIT INDEX

| Exhibit | Description |
|----------------|--|
| 1.1 | <u>Unofficial English language translation of the Bylaws (<i>estatutos sociales</i>) (incorporated by reference to Exhibit 1.1 of the 2017 Form 20-F).</u> |
| 2.1 | <u>Form of Deposit Agreement between The Bank of New York and the registrant, including the form of American Depositary Receipt (incorporated by reference to Exhibit 1 of the Form F-6, filed on June 28, 2011).</u> |
| 2.2 | <u>Indenture, dated as of July 19, 2016, among Banco de Galicia y Buenos Aires S.A., The Bank of New York Mellon, Banco de Valores S.A. and The Bank of New York Mellon (Luxembourg) S.A. (incorporated by reference to Exhibit 2.4 of the 2016 Form 20-F).</u> |
| 2.3 | <u>Indenture, dated as of April 11, 2017, among Tarjeta Naranja S.A., The Bank of New York Mellon, Banco de Valores S.A. and The Bank of New York Mellon (Luxembourg) S.A. (incorporated by reference to Exhibit 2.3 of the 2017 Form 20-F).</u> |
| 4.1 | <u>Stock Purchase Agreement, dated as of June 1, 2009, among American International Group Inc., AIG Consumer Finance Group, Inc. and Banco de Galicia y Buenos Aires S.A., and the other parties signatory thereto (incorporated by reference to Exhibit 4.7 of the 2009 Form 20-F).</u> |
| 4.2 | <u>Loan Agreement, dated as of May 24, 2016, between Banco de Galicia y Buenos Aires S.A. and International Finance Corporation (incorporated by reference to Exhibit 4.11 to the 2016 Form 20-F).</u> |
| 8.1 | <u>For a list of our subsidiaries as of the end of the fiscal year covered by the 2017 Form 20-F, please see Item 4. <u>Information on the Company-Organizational Structure</u> therein.</u> |
| 11.1 | <u>Code of Ethics (incorporated by reference to Exhibit 11.1 of the 2008 Form 20-F).</u> |
| 11.2 | <u>Code of Corporate Governance Good Practices (incorporated by reference to Exhibit 11.2 of the 2017 Form 20-F).</u> |
| 12.1 | <u>Certification of the principal executive officer required under Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 12.2 | <u>Certification of the principal financial officer required under Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> |
| 13.1 | <u>Certification of the principal executive officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 13.1 of the 2017 Form 20-F).</u> |
| 13.2 | <u>Certification of the principal financial officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 13.2 of the 2017 Form 20-F).</u> |

SIGNATURES

The registrant hereby certifies that it meets all the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to the annual report on its behalf.

GRUPO FINANCIERO GALICIA S.A.

By: /s/ Pedro Alberto Richards
Name: Pedro Alberto Richards
Title: Chief Executive Officer

By: /s/ José Luis Ronsini
Name: José Luis Ronsini
Title: Chief Financial Officer

Date: May 9, 2018