

ADVANCED SEMICONDUCTOR ENGINEERING INC
Form F-6EF
June 03, 2011

As filed with the Securities and Exchange Commission on June 3, 2011

Registration No. _____

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

(Exact name of Registrant as Specified in its Articles of Incorporation)

Advanced Semiconductor Engineering, Inc.
(Translation of issuer's name into English)

Taiwan, Republic of China
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

399 Park Avenue
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
(302) 738-6680
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Herman H. Raspé, Esq.
Patterson, Belknap, Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036
(212) 336-2000

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

(check the appropriate box)

☒ 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 |
|---|-------------------------|--|---|----------------------------|
| Share ADSs, each representing five (5) common shares, par value NT \$10.00 per share ("Shares"), of Advanced Semiconductor Engineering, Inc. (the "Company"). | | | | |
| Temporary ADSs automatically exchangeable into Share ADSs, each Temporary ADS representing interests in a global Certificate of Payment, each interest representing the irrevocable right to receive five (5) Shares from the Company | 100,000,000 ADSs | \$5.00 | \$5,000,000.00 | \$580.50 |

*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.

This Registration Statement on Form F-6 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 ("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 | Face of Receipt - upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraphs (16) (17) and (26). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph (14) |
| (iv) The transmission of notices, reports and proxy-soliciting material | Face of Receipt - Paragraph (13) Reverse of Receipt - Paragraphs (16), (17) and (26). |

| Item Number and Caption | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus | |
|-------------------------|---|---|
| (v) | The sale or exercise of rights | Reverse of Receipt - Paragraphs (14) and (16). |
| (vi) | The deposit or sale of securities (resulting from dividends, splits or plans of reorganization) | Face of Receipt - Paragraphs (3), (4), (6) and (7); Reverse of Receipt - Paragraphs (14) and (18). |
| (vii) | Amendment, extension or termination the deposit agreement | Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions). |
| (viii) | Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of Receipts | Face of Receipt - Paragraph (13). |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (2), (3), (4), (6), (7), (9) and (10). |
| (x) | Limitation upon the liability of the Depositary | Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraphs (19) and (20). |
| 3. | Fees and charges which may be imposed directly or indirectly on holders of Receipts | Face of Receipt - Paragraph (10). |
| Item 2. | AVAILABLE INFORMATION | Face of Receipt - Paragraph (13). |

Advanced Semiconductor Engineering, Inc. (the "Company") is subject to the periodic reporting requirements of the 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 website (www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549.

PROSPECTUS

The Prospectus consists of the form of American Depositary Receipt included as Exhibit A to Amendment No. 2 to the Amended and Restated Deposit Agreement filed as Exhibit (a) (iii) 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)(i) Amended and Restated Deposit Agreement, dated as of September 29, 2000, by and among Advanced Semiconductor Engineering, Inc. (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder.*

(a)(ii) Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of April 6, 2006, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder. ***

(a)(iii) Amendment No. 2 to Amended and Restated Deposit Agreement, dated as of November 27, 2006, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder. Filed herewith as Exhibit (a)(iii).

(b)(i) Letter Agreement, dated as of February 1, 2001, by and between the Company and the Depositary for the sole purpose of accommodating the surrender of the Company's Rule 144A Global Depositary Shares, the issuance of American Depositary Shares and the delivery of American Depositary Receipts in the context of the termination of the Company's Rule 144A Depositary Receipts Facility. **

(b)(ii) Letter Agreement, dated as of September 25, 2003, by and between the Company and the Depositary for the sole purpose of accommodating the issuance of American Depositary Shares upon the Company's deposit of its shares with the Depositary following the conversion of certain bonds issued by the Company in accordance with, and subject to, the terms and conditions of the indenture governing such bonds. **

(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 (3) 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. ____ Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company____ Set forth on the signature pages hereto.

* Previously filed and incorporated by reference to the Registration Statement on Form F-6 (Reg. No. 333-108834), filed with the Commission on September 16, 2003.

** Previously filed and incorporated by reference to Post-Effective Amendment No.1 to the Registration Statement on Form F-6 (Reg. No. 333-108834), filed with the Commission on April 3, 2006.

*** Previously filed and incorporated by reference to Post-Effective Amendment No.2 to the Registration Statement on Form F-6 (Reg. No. 333-108834), filed with the Commission on October 25, 2006.

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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 the 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 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 a Receipt 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 created by the Amended and Restated Deposit Agreement, to as amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of April 6, 2006, by and among Advanced Semiconductor Engineering, Inc., Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder and Amendment No. 2 to Amended and Restated Deposit Agreement, dated as of November 27, 2006, by and among Advanced Semiconductor Engineering, Inc., Citibank, N.A., as 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 New York, State of New York, on the 3rd day of June, 2011.

Legal entity created by the Amended and Restated Deposit Agreement, as amended, for the issuance of American Depositary Receipts evidencing American Depositary Shares issued as (i) Share American Depositary Shares ("Share ADSs"), each Share ADS representing five (5) shares of Common Stock, par value NT \$10.00 per share ("Shares"), of Advanced Semiconductor Engineering, Inc. (the "Company") and (ii) Temporary American Depositary Shares ("Temporary ADSs") automatically exchangeable into Share ADSs, each Temporary ADS representing an undivided interest in a global Certificate of Payment, each interest representing the irrevocable right to receive five (5) Shares from the Company.

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

By: /s/ Susan A. Lucanto
Name: Susan A. Lucanto
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Advanced Semiconductor Engineering, Inc. 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 Taipei, Taiwan, Republic of China on this 3rd day of June, 2011.

Advanced Semiconductor Engineering, Inc.

By: /s/ Jason C.S. Chang

Name: Jason C.S. Chang

Title: Chairman, Chief Executive Officer
and Director

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Joseph Tung to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including 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 attorney-in-fact and agent 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 s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 June 3, 2011.

| Signature | Title |
|---|--|
| /s/ Jason C.S. Chang Jason C. S. Chang | Chief Executive Officer, Chairman, and Director (Principal Executive Officer) |
| /s/ Richard H.P. Chang Richard H. P. Chang | President, Vice Chairman, and Director |
| /s/ Tien Wu Tien Wu | Chief Operating Officer and Director |
| /s/ Joseph Tung Joseph Tung | Chief Financial Officer and Director, (Principal Financial and Accounting Officer) |
| /s/ Raymond Lo Raymond Lo | General Manager, Kaohsiung Packing Facility and Director |
| /s/ Jeffrey Chen Jeffrey Chen | Vice President and Director |
| /s/ Rutherford Chang Rutherford Chang | Director |

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| Shen-Fu Yu | Independent Director |
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| Ta-Lin Hsu | Independent Director |
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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF

Advanced Semiconductor Engineering, Inc.

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Advanced Semiconductor Engineering, Inc., has signed this Registration Statement on Form F-6 on the 3rd day of June, 2011.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

Index to Exhibits

| Exhibit | Document | Sequentially Numbered Page |
|----------|--|-------------------------------|
| (a)(iii) | Amendment No. 2 to Amended and Restated Deposit Agreement | |
| (d) | Opinion of Patterson Belknap Webb & Tyler LLP, counsel to the Depositary | |
| (e) | Certification pursuant to Rule 466 | |