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Mechel Steel Group OAO  
Form F-6/A  
October 15, 2004

Registration No. 333-119498

As Filed with the Securities and Exchange Commission on October 15, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 1 TO  
FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 FOR  
AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS

MECHEL STEEL GROUP OAO  
(Exact name of issuer of deposited securities as specified in its charter)

Russian Federation  
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS  
(Exact name of depositary as specified in its charter)

Deutsche Bank Trust Company Americas  
60 Wall Street  
New York, New York 10005  
(212) 250-1905  
(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 19715  
+1-302-738-6680  
(Address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:

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Ducat Place II, Suite 900  
Moscow 123056 Russian Federation  
+7-095-785-1234

Joseph Ferraro, Esq.  
Mark Banovich, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
5 Nikitsky Pereulok, 6th Floor  
Moscow 125009 Russian Federation  
+7-095-737-5000

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 :

Calculation of Registration Fee

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| 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 ("ADSs") evidenced by American Depositary Receipts, each ADS representing three ordinary shares, nominal value 10 rubles per share, of Mechel Steel Group OAO. | 100,000,000 ADSs        | \$0.05                                     | \$5,000,000                                | \$633.50**                 |

\* 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.

\*\* All of which was paid in connection with the initial filing of the Registration Statement with the Commission.

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.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Annex A to the Deposit Agreement previously filed as Exhibit (a) to the initial filing of the Registration Statement with the Commission, which is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference Sheet

| Item, Number and Caption          | Location in Form of American Depositary Receipt Previously Filed as Prospectus |
|-----------------------------------|--|
| 1. Name and address of Depository | Introductory Paragraph   |

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|   |  |
|---|--|
| 2. Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, before Introductory Paragraph |
|---|--|

Terms of Deposit:

- |  |   |
|--|---|
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts     | Face of American Depositary 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, 15 and 17                                |
| (vii) Amendment, extension or termination of the Deposit Agreement                                 | Paragraphs 19, 20 and 21                                |

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- |  |                              |
|--|------------------------------|
| (viii) Rights of holders of American Depositary Receipts to inspect the transfer books of the Depositary and the list of holders of American Depositary Receipts | Paragraph 11                 |
| (ix) Restrictions upon the right to transfer, deposit or withdraw the underlying securities  | Paragraphs 2, 3, 4, 6, and 8 |
| (x) Limitation upon the liability of the Depositary  | Paragraphs 13, 18, 24 and 25 |

|                     |             |
|---------------------|-------------|
| 3. Fees and Charges | Paragraph 7 |
|---------------------|-------------|

Item 2. AVAILABLE INFORMATION

| Item, Number and Caption<br>-----   | Location in Form of American Depositary Receipt Previously Filed as Prospectus<br>----- |
|---|---|
| Statement that Mechel Steel Group OAO is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at | Paragraph 11  |

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public reference facilities maintained by  
the Commission in Washington, D.C.

### PART II INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a) Agreement. Deposit Agreement, dated as of July 27, 2004, among Mechel Steel Group OAO (the "Company"), Deutsche Bank Trust Company Americas, as depositary (the "Depositary"), and holders and beneficial owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt. - Previously filed.
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereby or the custody of the deposited securities represented thereby. - Not Applicable.

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- (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. - Not Applicable.
- (d) Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., 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.

Powers of Attorney for certain directors 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 Company 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 Company.
- (b) If the amounts of fees charged are 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 American Depositary 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, 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 Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, on October 14, 2004.

For and on behalf of the  
legal entity created by the  
agreement for the issuance  
of American Depositary  
Receipts for shares of  
Mechel Steel Group OAO:

Deutsche Bank Trust Company Americas,  
As Depositary

By: /s/ Mike R. Hughes

-----  
Name: Mike R. Hughes  
Title: Director

By: /s/ Jeff Margolick

-----  
Name: Jeff Margolick  
Title: Vice President

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 Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Moscow, Russian Federation, on October 14, 2004.

MECHEL STEEL GROUP OAO

By: /s/ Vladimir F. Iorich

-----  
Name: Vladimir F. Iorich  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment

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No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on October 14, 2004.

|   |   |
|---|---|
| *<br>-----<br>Igor V. Zyuzin                          | Chairman                                |
| /s/ Vladimir F. Iorich<br>-----<br>Vladimir F. Iorich | Director and Chief<br>Executive Officer |
| *<br>-----<br>Alexey G. Ivanushkin                    | Director                                |
| *<br>-----<br>Serafim V. Kolpakov                     | Director                                |
| *<br>-----<br>Alexander E. Yevtushenko                | Director                                |
| *<br>-----<br>Valentin V. Proskurnya                  | Director                                |
| *<br>-----<br>Svetlana V. Ardentova                   | Chief Financial Officer                 |
| *<br>-----<br>Tatiana Kalyadina                       | Chief Accountant                        |
| *<br>-----<br>Puglisi & Associates                    | Authorized U.S.<br>Representative       |

\* Signed by Vladimir F. Iorich pursuant to Powers of Attorney in the Registration Statement filed on October 4, 2004.

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Vladimir F. Iorich as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution for him and in his name, place and stead, and in any and all capacities to sign any and all amendments (including pre-effective and post-effective amendments and any registration statement pursuant to Rule 462(b)) to the Registration Statement, and to file the same with all exhibits thereto, and other documents

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in connection therewith, with the 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 he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

-----  
Director  
-----  
Sir Andrew Wood

-----  
Director  
-----  
Roger L. Gale

-----  
Director  
-----  
Arthur D. Johnson

INDEX TO EXHIBITS

| Exhibit<br>Number<br>-----  | Sequentially<br>Numbered Page<br>----- |
|---|--|
| (a) Deposit Agreement   | Previously filed                       |
| (d) Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P.,<br>counsel to the Depositary, as to the legality of<br>the securities to be registered |  |