

CENTERPULSE LTD

Form F-6

January 28, 2003

As filed with the U.S. Securities and Exchange Commission on January 28, 2003

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM F-6**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**For Depository Shares Evidenced by American Depositary Receipts**

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**CENTERPULSE AG**

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

**SWITZERLAND**

(Jurisdiction of incorporation or organization of issuer)

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

(Exact name of depository as specified in its charter)

**60 Wall Street, New York, NY 10005**

**Telephone (212) 602-3761**

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

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David S. Wise, Centerpulse USA, Inc., 12 Greenway Plaza, Suite 1000, Houston, TX 77046

(713) 561-6300

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

*Copy to:*

**Deutsche Bank Trust Company Americas**

**60 Wall Street**

**New York, New York 10005**

**(212) 602-3761**

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**

| Title of each class of Securities to be registered   | Amount to be registered                         | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|---|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 1/10 of one registered share of Centerpulse AG | 100,000,000<br>American<br>Depositary<br>Shares | \$0.05  | \$5,000,000                                   | \$460                      |

- (1) Each Unit represents one American Depositary Share.
- (2) 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 Receipts evidencing 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.

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## PART I INFORMATION REQUIRED IN PROSPECTUS

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

### CROSS REFERENCE SHEET

#### Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depository   | Introductory paragraph   |
| (2) Title of American Depositary Receipts and identity of deposited securities   | Face of American Depositary Receipt, top center                              |
| Terms of Deposit:  |  |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                                 | Face of American Depositary Receipt, upper right corner                      |
| (ii) Procedure for voting, if any, the deposited securities  | Paragraphs (16) and (17)   |
| (iii) Collection and distribution of dividends   | Paragraphs (15), (16) and (20)   |
| (iv) Transmission of notices, reports and proxy soliciting material  | Paragraphs (14), (16), (17) and (19)   |
| (v) Sale or exercise of rights   | Paragraph (15)   |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                           | Paragraphs (15) and (18)   |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs (23) and (24)   |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depository and the list of Holders of receipts | Paragraph (19)   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Paragraphs (2), (3), (4), (5) (7), (12), (19) and (26)                       |
| (x) Limitation upon the liability of the Depository  | Paragraph (21)   |
| (3) Fees and Charges   | Paragraph (8)  |

**Item 2. AVAILABLE INFORMATION**

| <b>Item Number and Caption</b>  | <b>Location in Form of American Depositary<br/>Receipt Filed Herewith as Prospectus</b> |
|---|---|
| (b) Statement that the Centerpulse AG 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 (14)  |

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2003 among Centerpulse AG, Deutsche Bank Trust Company Americas, as depositary (the **Depositary**), and all holders from time to time of ADRs issued thereunder (the **Deposit Agreement**), including the Form of American Depositary Receipt, is 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.** Not Applicable.
- (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 Ziegler, Ziegler & Associates LLP, 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
- (f) **Power of Attorney.** Included as part of 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 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 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 days before any change in the fee schedule.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on January 27, 2003.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Depositary

By: /s/Mike R. Hughes

Name: Mike R. Hughes  
Title: Director

By: /s/Clare J. Benson

Name: Clare J. Benson  
Title: Assistant Vice President



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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of January 27, 2003.

| <u>Signatures</u>                                  | <u>Title</u>   |
|--|--|
| <u>/s/Max Link</u><br>Max Link                     | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) |
| <u>/s/Urs Kamber</u><br>Urs Kamber                 | Chief Financial Officer  |
| <u>/s/Larry L. Mathis</u><br>Larry L. Mathis       | Director   |
| <u>/s/Steffen Gay</u><br>Steffen Gay               | Director   |
| <u>/s/Rene Braginsky</u><br>René Braginsky         | Director   |
| <u>/s/Johannes Randegger</u><br>Johannes Randegger | Director   |
| <u>/s/Rolf Watter</u><br>Rolf Watter               | Director   |
| <u>/s/David S. Wise</u><br>David S. Wise           | Authorized Representative in the United States   |



INDEX TO EXHIBITS

**Exhibit  
Number**

**Sequentially  
Numbered Page**

- (a) Form of Amended and Restated Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.

**Exhibit (d)**

7