

SANPAOLO IMI SPA  
Form CB/A  
December 29, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# Form CB

**TENDER OFFER/RIGHTS OFFERING**

**NOTIFICATION FORM**

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(Amendment No. 8)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- |   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)             | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)              | <input checked="" type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   | <input type="radio"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="radio"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/>            |

**Sanpaolo IMI S.p.A.**

(Name of Subject Company)

**Not applicable**

(Translation of Subject Company's Name into English (if applicable))

**Italy**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Banca Intesa S.p.A.**

(Name of Person(s) Furnishing Form)

**American Depositary Shares**

**Ordinary Shares**

**Preference Shares (*azioni privilegiate*)**

(Title of Class of Subject Securities)

**American Depositary Share CUSIP 799175104**

**Ordinary Share ISIN IT0001269361**

**Preference Share ISIN IT0003288344**

(CUSIP Number of Class of Securities (if applicable))

**James Ball**

**Sanpaolo IMI S.p.A.**

**Piazza San Carlo 156**

**10121 Torino, Italy**

**Tel: 39-011-555-1**

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(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**Copies to:**

**Andrea Tamagnini**

**Banca Intesa S.p.A.**

**Piazza Scala 6**

**20121 Milan, Italy**

**Tel: +39-02-8794-3180**

**Michael S. Immordino**

**Latham & Watkins**

**99 Bishopsgate**

**London EC2M 3XF**

**United Kingdom**

**Tel: +44-20-77101076**

**Not applicable**

(Date Tender Offer/Rights Offering Commenced)

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**PART I - INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

The following documents are attached as an exhibits to this Form CB:

- (a) (1)\* Plan for the Merger of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A.
- (2)\* Articles of Association of the Surviving Company
- (3)\* Report of the Board of Directors of Banca Intesa S.p.A. on the Plan for the Merger of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A.
- (4)\* Report of the Board of Directors of Sanpaolo IMI S.p.A. on the Plan for the Merger of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A.
- (5)\* Convocation Notice of the Extraordinary and Ordinary Shareholders Meeting of Banca Intesa S.p.A.
- (6)\* Financial Statements of Banca Intesa S.p.A. as at 30th June 2006 pursuant to Article 2501-*quater* of the Civil Code
- (7)\* Financial Statements of Sanpaolo IMI S.p.A. as at 30th June 2006 pursuant to Article 2501-*quater* of the Civil Code
- (8)\* Report of the Auditors on the Ratio for the Exchange of Shares pursuant to Article 2501-*sexies* of the Italian Civil Code KPMG S.p.A.
- (9)\* Report of the Auditors on the Ratio for the Exchange of Shares pursuant to Article 2501-*sexies* of the Italian Civil Code PricewaterhouseCoopers S.p.A.
- (10)\* Consolidated Report of Banca Intesa S.p.A. as at 30th June 2006
- (11)\* 2005 Annual Report of Banca Intesa S.p.A.
- (12)\* 2004 Annual Report of Banca Intesa S.p.A.
- (13)\* 2003 Annual Report of Banca Intesa S.p.A.
- (14)\* 2006 Half Year Report of Sanpaolo IMI S.p.A.
- (15)\* 2005 Annual Report of Sanpaolo IMI S.p.A.
- (16)\* 2004 Annual Report of Sanpaolo IMI S.p.A.
- (17)\* 2003 Annual Report of Sanpaolo IMI S.p.A.
- (18)\*\* Press Release of Banca Intesa S.p.A. announcing its financial results as at 30th September 2006
- (19)\*\* Presentation of Banca Intesa S.p.A. relating to its 2006 third quarter financial results
- (20)\*\* Consolidated Report as at 30th September 2006 of Banca Intesa S.p.A.
- (21)\*\*\* Agenda of the Extraordinary and Ordinary Shareholders Meeting of Banca Intesa S.p.A. to be held 30th November-1st December 2006 and Reports of the Board of Directors relating to certain proposals contained therein
- (22)\*\*\* Lists of candidates for appointment to the Supervisory Board of the Surviving Company for the 2007, 2008 and 2009 financial years

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- (23)\*\*\*\* Informational Document relating to the Merger by Incorporation of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A., along with the annexes thereto
- (24)\*\*\*\*\* Presentation relating to the Plan for the Merger of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A.
- (25)\*\*\*\*\* Convocation Notice of the Extraordinary and Ordinary Shareholders Meeting of Banca Intesa S.p.A.
- (26)\*\*\*\*\* Press release announcing an agreement with the unions
- (27)\*\*\*\*\* Press release announcing approval of the merger by the shareholders of Banca Intesa S.p.A.
- (28)\*\*\*\*\* Press release announcing approval of the merger by the Italian Antitrust Authority
- (29)\*\*\*\*\* Press release issued by the Italian Antitrust Authority announcing its approval of the merger
- (30) Press release relating to the deed of merger
- (31) Press release relating to the shareholder base of Intesa Sanpaolo S.p.A.
- (32) Press release relating to the registration of the deed of merger

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- \* Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB on October 30, 2006.
  - \*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 1 to Form CB on November 15, 2006.
  - \*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 2 to Form CB on November 16, 2006.
  - \*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 3 to Form CB on November 17, 2006.
  - \*\*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 4 to Form CB on November 27, 2006.
  - \*\*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 5 to Form CB on November 28, 2006.
  - \*\*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 6 to Form CB on December 4, 2006.
  - \*\*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Amendment No. 7 to Form CB on December 21, 2006.
- (b) Not applicable.
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**Item 2. Informational Legends**

A legend complying with Rule 802(b) under the Securities Act of 1933, as amended, is included in the attached exhibits, as applicable.

**PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.

**PART III - CONSENT TO SERVICE OF PROCESS**

Banca Intesa S.p.A. has filed a written irrevocable consent and power of attorney on Form F-X with the Securities and Exchange Commission on October 30, 2006.

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
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1.3*	Report of the Board of Directors of Sanpaolo IMI S.p.A. on the Plan for the Merger of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A.
1.4	[Reserved]
1.5*	Convocation Notice of the Extraordinary and Ordinary Shareholders Meeting of Banca Intesa S.p.A.
1.6	[Reserved]
1.7	[Reserved]
1.8*	Financial Statements of Banca Intesa S.p.A. as at 30th June 2006 pursuant to Article 2501- <i>quater</i> of the Civil Code
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- 3.4\*\*\* Lists of candidates for appointment to the Supervisory Board of the Surviving Company for the 2007, 2008 and 2009 financial years
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- 4.1\*\*\*\*\* Press release issued by the Italian Antitrust Authority announcing its approval of the merger
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- 4.4 Press release relating to the registration of the deed of merger

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**PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Banca Intesa S.p.A.

By:	/s/ Ernesto Riva
Name:	Ernesto Riva
Title:	Chief Accountant
Date:	December 29, 2006

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