

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

SANPAOLO IMI SPA
Form F-6EF
August 27, 2003

As filed with the U.S. Securities and Exchange Commission on August 27, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

Sanpaolo IMI S.p.A.
(Exact name of issuer of deposited securities as specified in its charter)

Not applicable
(Translation of issuer's name into English)

Republic of Italy
(Jurisdiction of incorporation or organization of issuer)

JPMorgan Chase Bank
(Exact name of depositary as specified in its charter)

1 Chase Manhattan Plaza, New York, NY 10081
Telephone (212) 552-4944
(Address, including zip code, and telephone number, including area code,
of depositary's principal executive offices)

Carlo Persico
Sanpaolo IMI S.p.A.
245 Park Avenue
New York, New York 10167
(212) 692-3012
(Address, including zip code, and telephone number, including area code, of
agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

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

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

shares, check the following box. []

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (2)
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Shares representing two ordinary share of Sanpaolo IMI S.p.A.	100,000,000	\$0.05	\$5,000,000

(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.

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 Form of Amendment to Deposit Agreement included as Exhibit (a) (2) 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

(1) Name and address of Depositary

Introductory paragraph

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top ce
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, corner
(ii) Procedure for voting, if any, the deposited securities	Paragraph (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) a
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8) and (1
(v) Sale or exercise of rights	Paragraphs (4), (5) and (1
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts	Paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4),
(x) Limitation upon the liability of the Depositary	Paragraph (14)
(3) Fees and Charges	Paragraph (7)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Filed Herewith as Prospectus

(b) Statement that Sanpaolo IMI S.p.A. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Securities and Exchange Commission	Paragraph (8)

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(1) Deposit Agreement dated as of October , 1998 among Sanpaolo IMI S.p.A., JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as exhibit (a)(1) to Registration Statement No. 333-9022 which is incorporated herein by reference.

(a)(2) Amendment No. 1 to Deposit Agreement. Filed herewith as Exhibit (a)(2).

(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. Filed herewith as Exhibit (e).

(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.

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, 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 August 21, 2003.

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

By: JPMORGAN CHASE BANK, as Depositary

By: /s/ Joseph M. Leinhauser

Name: Joseph M. Leinhauser
Title: Vice President

5

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Sanpaolo IMI S.p.A. 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, on August 21, 2003.

Sanpaolo IMI S.p.A.

By: /s/ Luigi Maranzana

Name: Luigi Maranzana
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Luigi Maranzana and Carlo Persico, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

attorneys-in-fact and agents 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 attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 August 21, 2003.

Signatures -----	Title -----
/s/ Rainer Stefano Masera ----- Rainer Stefano Masera	Chairman
/s/ Orazio Rossi ----- Orazio Rossi	Deputy Chairman
/s/ Enrico Salza ----- Enrico Salza	Deputy Chairman
/s/ Luigi Maranzana ----- Luigi Maranzana	Managing Director

6

Signatures -----	Title -----
/s/ Alfonso Iozzo ----- Alfonso Iozzo	Managing Director
/s/ Pio Bussolotto -----	Managing Director

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

Pio Bussolotto

Director

Isabelle Bouillot

Director

Alberto Carmi

/s/ Guiseppe Fontana

Director

Giuseppe Fontana

/s/ Richard Gardner

Director

Richard Gardner

/s/ Mario Manuli

Director

Mario Manuli

/s/ Antonio Maria Marocco

Director

Antonio Maria Marocco

/s/ Virgilio Marrone

Director

Virgilio Marrone

Director

Abel Matutes Juan

/s/ Iti Mihalich

Director

Iti Mihalich

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

Signatures -----	Title -----
/s/ Emilio Ottolenghi ----- Emilio Ottolenghi	Director
/s/ Gian Guido Sacchi Morsiani ----- Gian Guido Sacchi Morsiani	Director
----- Remi Francois Vermeiren	Director
/s/ Carlo Giuseppe Angelini ----- Carlo Giuseppe Angelini	Chief Accounting Officer
/s/ Carlos Persico ----- Carlos Persico	Authorized Representative in the United States

8

INDEX TO EXHIBITS

Exhibit Number -----	Sequentially Numbered Page -----
(a) (2)	Form of Amendment to Deposit Agreement
(d)	Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
(e)	Rule 466 Certification

9

Edgar Filing: SANPAOLO IMI SPA - Form F-6EF

STATEMENT OF DIFFERENCES

The Euro sign shall be expressed as..... 'E'