

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

BRASIL TELECOM SA
Form F-6 POS
May 16, 2007

As filed with the Securities and Exchange Commission on May 16, 2007
Registration No. 333 - 14058

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST 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

Brasil Telecom S.A.
(F/K/A TELECOMUNICACOES DO PARANA S.A. TELEPAR)
(Exact name of issuer of deposited securities as specified in its charter)

Brazil Telecom Company
(Translation of issuer's name into English)

The Federative Republic of Brazil
(Jurisdiction of incorporation or organization of issuer)

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

388 Greenwich Street
New York, New York 10013
(212) 816-6690
(Address, including zip code, and telephone number,
including area code, of depositary's principal executive
offices)

CT Corporation System
111 Eighth Avenue (13th floor)
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

Porfirio F. Ramirez Jr., Esq.
Alston & Bird LLP
90 Park Avenue
New York, New York 10016

Herman H. Raspe, Esq.
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

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*	Proposed Aggregate Price
American Depositary Shares, each representing three (3) preferred shares, no par value, of Brasil Telecom S.A.	N/A	N/A	N/A

* 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 receipts evidencing American Depositary Shares.

The Registrant hereby amends this Post Effective Amendment No.1 to 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 Post Effective Amendment No.1 to Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Post Effective Amendment No.1 to Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Post Effective Amendment No. 1 to 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.

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depository and address of its principal executive office	Face of Receipt - Introductory
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 Depository Share	Face of Receipt - Upper right
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph and (17).
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph and (16).

I-1

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (7) and (8) Reverse of Receipt - Paragraph (7)
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph (7) (provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of Receipts	Face of Receipt - Paragraph (1)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (7), (9) and (10).
(x) Limitation upon the liability of the Depository	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph (7)

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

- (xi) Fees and charges which may be imposed directly or indirectly on holders of Receipts Face of Receipt - Paragraph (1)

Item 2. AVAILABLE INFORMATION Face of Receipt - Paragraph (1)

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal office of the depository.

I-2

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amendment No. 1 to Deposit Agreement filed as Exhibit (a) (i) to this Post Effective Amendment No. 1 to Registration Statement on Form F-6 and is incorporated herein by reference.

I-3

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) (i) Form of Amendment No. 1 to Deposit Agreement, by and among Brasil Telecom S.A. (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued under the terms of the Deposit Agreement. -- Filed herewith as Exhibit (a) (i)

(a) (ii) Deposit Agreement, dated as of November 16, 2001, by and among the Company, the Depository, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder (the "Deposit Agreement"). -- Filed herewith as Exhibit (a) (ii).

(b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.

(c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. -- None.

(d) Opinion of counsel for the Depository as to the legality of the securities to be registered.*

(e) Certificate under Rule 466. -- None

(f) Powers of Attorney for certain officers and directors and the

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

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.: 333-14058) with the Commission on October 31, 2001.

II-1

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.

II-2

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 Deposit Agreement dated as of November 16, 2001, as proposed to be amended by Amendment No. 1 to Deposit Agreement, by and among Brasil Telecom S.A., 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 Post Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, NY, on this 16th day of May, 2007.

Legal entity created by the Deposit Agreement, as proposed to be amended, for the issuance of American Depositary Shares, each American Depositary Share representing three (3) preferred shares, without par value, of Brasil Telecom S.A.

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

By: /s/ Teresa Loureiro-Stein

Name: Teresa Loureiro-Stein
Title: Vice President

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Brasil Telecom S.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 Post Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in the Federative Republic of Brazil, on May 16, 2007.

BRASIL TELECOM S.A.

By: /s/ Paulo Marcelio Simoes Amaral

Name: Paulo Marcelio Simoes Amaral
Title: Financial Executive Officer

By: /s/ Fabio de Oliveira Moser

Name: Fabio de Oliveira Moser
Title: Corporate Governance and
Corporate Business Officer

II-4

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Ricardo Knoepfelmacher and Paulo Marcelio Simoes Amaral 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 Post Effective Amendment No. 1 to 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 Post Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 16, 2007.

Signature

/s/ Ricardo Knoepfelmacher Chief Executive Officer
----- (Principal Executive Officer)
Ricardo Knoepfelmacher

/s/ Paulo Marcelio Simoes Amaral Financial Executive Officer

Edgar Filing: BRASIL TELECOM SA - Form F-6 POS

----- (Principal Financial Officer and Principal
Paulo Marcelio Simoes Amaral Accounting Officer)

/s/ Sergio Spinelli Silva Junior Chairman of the Board of Directors

Sergio Spinelli Silva Junior

/s/ Pedro Paulo Elejalde de Campos Director

Pedro Paulo Elejalde de Campos

/s/ Elemer Andre Suranyi Director

Elemer Andre Suranyi

II-5

/s/ Ricardo Ferraz Torres Director

Ricardo Ferraz Torres

/s/ Antonio Cardoso de Santos Director

Antonio Cardoso de Santos

/s/ Emagnor Tessinari Filho Authorized Representative in the U.S.

Name: Emagnor Tessinari Filho
Title: Chief Operating Officer and Director of
Finance of Brasil Telecom of America, Inc.

II-6

Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
-----	-----	-----
(a) (i)	Form of Amendment No. 1 to Deposit Agreement	
(a) (ii)	Deposit Agreement	