

PUBLICIS GROUPE SA
Form F-6 POS
July 09, 2012

As filed with the United States Securities and Exchange Commission on July 9 , 2012 333-182188

UNITED STATES
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

Publicis Groupe S.A.
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

France
(Jurisdiction of incorporation or organization of issuer)

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

60 Wall Street
New York, New York 10005
(212) 250-9100
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

MMS USA Holdings Inc.
41 Madison Avenue
New York, New York 10010
(212) 350-7964
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005
(212) 250-9100

It is proposed that this filing become effective under Rule 466
oimmediately upon filing
xon July 23, 2012 at 8:30 a.m.

If a separate registration statement has been filed to register the deposited shares, check the following box: o

CALCULATION OF REGISTRATION FEE

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 evidenced by American Depositary Receipts, each American Depositary Share representing one -quarter of one ordinary share of Publicis Groupe S.A.	n/a	n/a	n/a	n/a

*Each unit represents one American Depositary Share.

** 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.

This Post -Effective Amendment 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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Amendment to Deposit Agreement filed as Exhibit (a) (2) to this Post -Effective Amendment to Registration Statement on Form F-6 and 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 ("Receipt") Filed Herewith as Prospectus
1. Name of depositary and address of its principal executive office	Face of Receipt, Introductory article and bottom center
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 Depositary Share	Face of Receipt, Upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles (15), (16) and (18)
(iii) The collection and distribution of dividends	Articles (4), (12), (13), (15) and (18)
(iv) The transmission of notices, reports and proxy soliciting material	Articles (11), (15), (16) and (18)
(v) The sale or exercise of rights	Articles (13), (14), (15) and (18)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles (12), (13), (15), (17) and (18)
(vii) Amendment, extension or termination of the deposit arrangements	Articles (20) and (21) (no provision for extensions)
(viii) Article (11)	

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Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts

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|------|--|--|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Articles (2), (3), (4), (5), (6), (8) and (22) |
| (x) | Limitation upon the liability of the depositary | Articles (14), (18), (19) and (21) |
| 3. | Fees and charges which may be imposed directly or indirectly against holders of Receipts | Articles (7) and (8) |
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Item 2. AVAILABLE INFORMATION

(a) As set forth in Article (11) of the Form of Receipt constituting the prospectus included herein, Publicis Groupe S.A. publishes information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act of 1934") on its Internet Web site (<http://www.publicis.com>) or through an electronic information delivery system generally available to the public in its primary trading market.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Third Amended and Restated Deposit Agreement, dated as of June 29, 2012, by and among Publicis (1) Groupe S.A., Deutsche Bank Trust Company Americas, as depositary (the "Depositary"), and all Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder. Previously filed
- (a)(2) Form of Amendment dated as of _____ 2012 to Third Amended and Restated Deposit Agreement, dated as of June 29, 2012, by and among Publicis Groupe S.A., the Depositary and all Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). – 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 Company in effect at any time within the last three years. – Not Applicable.
- (d) Opinion of counsel to the Depositary as to the legality of the securities being registered. – Previously filed.
- (e) Certification under Rule 466. – Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative 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 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 30 days before any change in the fee schedule.

SIGNATURES

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, by and among Publicis Groupe S.A., Deutsche Bank Trust Company Americas, as depositary, and all Holders 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 9 , 2012.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing one -quarter of one ordinary share of Publicis Groupe S.A.

Deutsche Bank Trust Company Americas, solely in its capacity as Depositary

By: /s/ James Kelly
Name: James Kelly
Title: Vice President

By: /s/ Christopher Konopelko
Name: Christopher Konopelko
Title: Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Publicis Groupe 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 registration statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in France on July 9 , 2012.

Publicis Groupe S.A.

By:	/s/ Maurice Levy
Name:	Maurice Levy
Title:	Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment has been signed by the following persons in the capacities indicated on July 9 , 2012.

Signatures	Capacity
/s/ Maurice Levy* Maurice Levy	Chief Executive Officer and Chairman of the Management Board
/s/ Jean-Yves Naouri* Jean-Yves Naouri	Chief Operating Officer and member of the Management Board
/s/ Jean-Michel Etienne* Jean-Michel Etienne	Chief Financial Officer and member of the Management Board (principal financial and accounting officer)
Kevin Roberts	Member of the Management Board Member of the Management Board
Jack Klues	
/s/ John R. Betley* John R. Betley, President, MMS USA Holdings, Inc.	Authorized Representative in the United States

*By: /s/Maurice Levy
Name: Maurice Levy
Title: Power of Attorney

INDEX TO EXHIBITS

Exhibit Number

(a) (2) Form of Deposit Agreement

(e) Rule 466 Certification