

BANK OF CHILE
Form F-6 POS
October 23, 2018

As filed with the U.S. Securities and Exchange Commission on October 23, 2018

Registration No. 333-171999

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 Depository Shares Evidenced by American Depositary Receipts

Banco de Chile

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

Bank of Chile

(Translation of issuer's name into English)

Chile

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

383 Madison Avenue, Floor 11, New York, New York 10179

Telephone (800) 990-1135

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

Corporation Services Company

1180 Avenue of the Americas, Suite 210

New York, New York 10036

Telephone: 800-927-9801 Ext. 2052

(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, Suite 2405

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 shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of	Amount	Proposed maximum	Proposed maximum	Amount of
Securities to be registered	to be registered	aggregate price	aggregate offering	registration fee
		per unit ⁽¹⁾	price ⁽²⁾	
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 200 shares of common stock of Banco de Chile	n/a	n/a	n/a	n/a
(1)	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 (2) 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.

Pursuant to Rule 429, the Prospectus contained herein also relates to the American Depositary Shares registered under Form F-6 Registration Statement No. 333-14128. This Registration Statement constitutes Post-Effective Amendment No. 2 to Registration No. 333-14128.

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 Amendment No. 2 to Deposit Agreement filed as Exhibit (a)(3) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u>
(1) Name and address of Depository	Introductory paragraph and bottom of face of American Depositary Receipt
(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	Paragraph (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10) and (13)
(vii)	Paragraphs (16) and (17)

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Amendment, extension or termination of the Deposit Agreement

- (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs Paragraph (3)
- (ix) Restrictions upon the right to deposit or withdraw the underlying securities Paragraphs (1), (2), (4), and (5)
- (x) Limitation upon the liability of the Depository Paragraph (14)
- (3) Fees and Charges Paragraph (7)

Item 2. AVAILABLE INFORMATION

<u>Item Number and Caption</u>	Location in Form of American Depository	<u>Receipt Filed Herewith as Prospectus</u>
<p>Statement that Banco de Chile is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the (b) Securities and Exchange Commission, and that such reports can be inspected by holders of American Depository Receipts and copied at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C.</p>	Paragraph (8)	

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(1) **Deposit Agreement.** Deposit Agreement dated as of November 27, 2001 among Banco de Chile, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as an exhibit to Form F-6 file number 333-14128 and incorporated herein by reference.

(a)(2) Form of Amendment to Deposit Agreement. Form of Amendment to Deposit Agreement, dated as of February 1, 2011. Previously filed as an exhibit to Form F-6 file number 333-171999 and incorporated herein by reference

(a)(3) Form of Amendment No. 2 to Deposit Agreement. Form of Amendment No. 2 to Deposit Agreement, dated as of _____, 2018, including the form of American Depositary Receipt, is filed herewith as Exhibit (a)(3).

(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.** Previously filed.

(e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

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.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. 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 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 October 23, 2018.

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

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Lisa M. Hayes

Name: Lisa M. Hayes

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Banco de Chile 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, on October 23, 2018.

Banco de Chile

By: /s/ Eduardo Ebensperger Orrego
Name: Eduardo Ebensperger Orrego
Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eduardo Ebensperger Orrego and Rolando Arias Sanchez, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on October 23, 2018, in the capacities indicated.

SIGNATURES

<u>Signature</u>	<u>Title</u>
/s/ Pablo Granifo L. Pablo Granifo L.	Chairman of the Board of Directors
Andronico Luksic C.	Vice Chairman of the Board of Directors
/s/ Alvaro Jaramillo E. Alvaro Jaramillo E.	Vice Chairman of the Board of Directors

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/s/ Eduardo Ebersperger O. Chief Executive Officer
Eduardo Ebersperger O.

/s/ Rolando Arias S Chief Financial Officer
Rolando Arias S.

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/s/ Héctor Hernández G. Principal Accounting Officer
Héctor Hernández G.

Director
Jean Paul Luksic F.

/s/ Gonzalo Menéndez D. Director
Gonzalo Menéndez D.

/s/ Juan Enrique Pino V. Director
Juan Enrique Pino V.

Director
Samuel Libnic

Director
Francisco Pérez M.

/s/ Jaime Estévez V. Director
Jaime Estévez V.

/s/ Alfredo Ergas S. Director
Alfredo Ergas S.

/s/ Andrés Ergas H. Director
Andrés Ergas H.

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Banco de Chile, has signed this Post-Effective Amendment to Registration Statement on Form F-6 in Newark, Delaware, on October 23, 2018.

**Authorized U.S.
Representative**

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi

INDEX TO EXHIBITS

Exhibit

Number

(a)(3) Form of Amendment No. 2 to Deposit Agreement.

(e) Rule 466 certification.