

Edgar Filing: VIVENDI - Form F-6EF

VIVENDI  
Form F-6EF  
November 03, 2008

As filed with the Securities and Exchange Commission on November 3, 2008  
File No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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

FRANCE  
(Jurisdiction of incorporation or organization of issuer)

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

399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code,  
of depositary's principal  
executive offices)

CITIBANK, N.A. - DEPOSITARY RECEIPTS DEPARTMENT  
388 Greenwich Street  
New York, New York 10013  
(212) 816-6690  
(Name, address, including zip code, and telephone number, including area code  
of agent for service)

Copies to:  
Walter G. Van Dorn, Jr., Esq.  
Thacher Proffitt & Wood LLP  
Two World Financial Center  
New York, New York 10281  
(212) 912-7400

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

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| Amount to | Proposed Maximum | Pro |
|-----------|------------------|-----|
|-----------|------------------|-----|

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| Title of Each Class of Securities to be Registered   | be Registered   | Offering Price Per Unit* | Aggr |
|--|-----------------|--------------------------|------|
| American Depositary Shares each representing one-fifth of one (1/5) share of common stock, par value 5.5 EUR each, of Vivendi S.A. | 50,000,000 ADSs | \$5.00                   |      |

\* 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 American Depositary Shares.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American Depositary 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 Depositary Share ("ADS")        | Face of Receipt - Upper right  |
| (ii) The procedure for voting, if any, the deposited securities                                    | Reverse of Receipt - Paragraph   |
| (iii) The procedure for collecting and distributing dividends                                      | Face of Receipt - Paragraphs<br>Reverse of Receipt - Paragraph                           |
| (iv) The procedure for transmitting notices, reports and proxy soliciting material                 | Reverse of Receipt - Paragraph   |
| (v) The sale or exercise of rights   | Reverse of Receipt - Paragraph   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs<br>Reverse of Receipt - Paragraph                           |
| (vii) Amendment, extension or termination of the deposit arrangements                              | Reverse of Receipt - Paragraph<br>(provision for extension)                              |

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(viii) The rights that holders of Receipts have to inspect the transfer books of the Depository and the list of Receipt holders Face of Receipt - Paragraph

I-2

(ix) Any restrictions on the right to transfer or withdraw the underlying securities Face of Receipt - Paragraphs

(x) Any limitation on the Depository's liability Face of Receipt - Paragraphs  
Reverse of Receipt - Paragraph

3. Fees and charges that a holder of Receipts may have to pay, either directly or indirectly Reverse of Receipt - Paragraph

Item 2. AVAILABLE INFORMATION Reverse of Receipt - Paragraph 11

Based on the reasonable good faith belief of the Depository, after exercising reasonable diligence, the registrant represents that, as of the date hereof, Vivendi S.A. (the "Company") publishes in English the information contemplated in Rule 12g3-2(b) under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), on its internet website or through an electronic information delivery system generally available to the public in the Company's primary trading market. As of the date hereof, the Company's internet website is [www.vivendi.com](http://www.vivendi.com). The information so published by the Company cannot be retrieved from the Commission's internet website and cannot be inspected or copied at the public reference facilities maintained by the Commission.

I-3

PROSPECTUS

IN ACCORDANCE WITH GENERAL INSTRUCTIONS III. B OF FORM F-6, THIS PAGE AND THE FORM OF AMERICAN DEPOSITARY RECEIPT ATTACHED AS AN EXHIBIT TO THIS F-6 REGISTRATION STATEMENT CONSTITUTE THE PROSPECTUS RELATING TO THE AMERICAN DEPOSITARY SHARES TO BE ISSUED PURSUANT TO THIS F-6 REGISTRATION STATEMENT.

I-4

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) The agreement between Citibank, N.A., as depository (the "Depository"), and all holders and beneficial owners from time to time of American Depositary Shares registered hereunder. -- Filed herewith.

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(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. -- None.

(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. -- None.

(d) Opinion of Thacher Proffitt & Wood LLP, counsel for the Depositary, as to the legality of the securities to be registered. - Filed herewith.

(e) Certification under Rule 466. -- Filed herewith.

### 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 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) 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 days before any change in the fee schedule.

II-1

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 November 3, 2008.

Legal entity created by the agreement set forth in the American Depositary Receipts evidencing American Depositary Shares representing shares of common stock, par value 5.5 EUR each, of Vivendi S.A.

CITIBANK, N.A., as Depositary

By: /s/ Susan A. Lucanto

-----  
Name: Susan A. Lucanto  
Title: Vice President

II-2

Index of Exhibits

Sequentially

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| Exhibit<br>----- | Document<br>-----                    | Numbered Page<br>----- |
|------------------|--------------------------------------|------------------------|
| (a)              | Form of ADR                          |                        |
| (d)              | Opinion of Counsel to the Depositary |                        |
| (e)              | Rule 466 Undertaking                 |                        |