

SOFTBANK GROUP CORP
Form F-6 POS
September 29, 2017

333-153963

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO FORM F-6

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

For American Depositary Shares Evidenced by American Depositary Receipts

SoftBank Group Corp.

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

Japan

(Jurisdiction of Incorporation or organization of Issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depository as specified in its charter)

60 Wall Street, New York, New York 10005

Tel. No.: (212) 250-9100

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

DEUTSCHE BANK TRUST COMPANY AMERICAS

60 Wall Street

New York, New York 10005

(212) 250-9100

(Address, including zip code, and telephone number of agent for service)

Copy to:

DEUTSCHE BANK TRUST COMPANY AMERICAS

60 Wall Street

New York, New York 10005

It is proposed that this filing become effective under Rule 466

immediately upon filing on ___ at ___ a.m. (EST)

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 | Proposed Maximum Offering | Proposed Maximum | Amount of Registration Fee |
|---|--------|---------------------------------|---------------------|----------------------------------|
|---|--------|---------------------------------|---------------------|----------------------------------|

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| | to be Registered | Price Per Unit | Aggregate Offering Price | |
|---|---------------------|-------------------|------------------------------------|-----|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-half of one share of common stock of SoftBank Group Corp. | N/A | N/A | N/A | N/A |

This Post-Effective Amendment is being filed to amend and restate the Agreement between Deutsche Bank Trust Company Americas, as depositary (the "Depositary") and all holders from time to time of American Depositary Receipts evidencing American Depositary Shares that is contained in the form of the American Depositary Receipt itself (constituting the Prospectus). The existing Prospectus is being replaced in its entirety by the Prospectus filed with this Post-Effective Amendment and the amended and restated terms thereof are applicable to all currently outstanding and hereafter issued American Depositary Shares.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Required Information | Location in Form of Receipt Filed Herewith as Prospectus |
|--|---|
| 1. Name of depositary and address of its principal executive office | Face of Receipt – introductory paragraph |
| 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 corner |
| (ii) The procedure for voting the deposited securities | Reverse of Receipt – Articles 11 and 13 |
| (iii) The procedure for collecting and distributing dividends | Reverse of Receipt – Articles 12 and 18 |
| (iv) The procedures for transmitting notices, reports and proxy soliciting material | Reverse of Receipt – Articles 11 and 15 |
| (v) The sale or exercise of rights | Reverse of Receipt – Articles 12 and 13 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Reverse of Receipt – Articles 12 and 15 |
| (vii) | |

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| | |
|---|---|
| Amendment, extension or termination of the deposit arrangements | Reverse of Receipt – Articles 17 and 18 (no provision for extension) |
| (viii) The rights of holders of Receipts to inspect the books of the depositary and the list of holders of Receipts | Face of Receipt – Article 3 |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities | Face of Receipt – Article 1, 2, 4 and 6; Reverse of Receipt – Articles 14, 15 and 18 Face of Receipt – Article 1, 2, 4 and 7; |
| (x) Limitation on the depositary’s liability | Reverse of Receipt – Articles 11, 12, 14, 15, 16, 18 and 21 |
| 3. Fees and charges that a holder of Receipts may have to pay, either directly or indirectly | Reverse of Receipt – Article 19 |

Item 2. AVAILABLE INFORMATION

Required Information Location in Form of Receipt Filed Herewith as Prospectus

- (b) Statement that as of the date of the establishment of the program for issuance of Receipts by the Depositary, the Depositary has a good faith belief (after limited investigation), that the issuer of the Deposited Securities publishes information in English required to maintain the exemption from registration

under Rules
12g3-2(b)
under the
Securities
Exchange Act
of 1934 on its
internet
website or
through an
electronic
information
delivery
system
generally
available to
the public in
its primary
trading
market.

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Prospectus

THIS PAGE AND THE FORM OF AMERICAN DEPOSITARY RECEIPT ATTACHED HERETO AS EXHIBIT (A) CONSTITUTE THE PROSPECTUS RELATING TO SUCH AMERICAN DEPOSITARY RECEIPTS, IN ACCORDANCE WITH GENERAL INSTRUCTION III.B OF FORM F-6 OF THE SECURITIES AND EXCHANGE COMMISSION

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Copy of Agreement - The Agreement between the Depositary and all holders from time to time of American Depositary Receipts evidencing American Depositary Shares registered hereunder is contained in the form of the American Depositary Receipt itself, constituting the Prospectus filed as a part of this Registration Statement.
- (b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.
- (c) Any 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 counsel to the Depositary as to the legality of the securities to be registered. Previously filed.
- (e) Certification under Rule 466.

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) 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 days before any change in the fee schedule.

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SIGNATURE

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 agreement for the issuance of American Depositary Shares, certifies that it has reasonable grounds to believe that all of 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 September 18, 2017.

Legal entity created by the agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares for shares of the foreign private issuer whose name is set forth on the facing page of this Registration Statement on Form F-6

By: DEUTSCHE BANK TRUST COMPANY AMERICAS, Depositary

By: /s/ Michael Curran
Name: Michael Curran
Title: Vice President

By: /s/ Michael Fitzpatrick
Name: Michael Fitzpatrick
Title: Vice President

INDEX TO EXHIBITS

Exhibit

Number

(a) Form of ADR

(e) Rule 466 Certification