

GERDAU S.A.
Form F-6 POS
November 18, 2008

As filed with the Securities and Exchange Commission on November 18, 2008

Registration No. 333-133349

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

of

GERDAU S.A.

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

N/A

(Translation of issuer's name into English)

BRAZIL

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

The Bank of New York Mellon

ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

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

Copies to:

Peter B. Tisne, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3010

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.

The registrant hereby amends this 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 Registration Statement shall thereafter become effective in accordance with Section 8(c) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(c) may determine.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Reg. Nos. 333-09896 and 333-07522).

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 5, 12, 13, 14, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depositary and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit of

Articles number 2, 3, 4, 5, 6, 8 and

withdraw the underlying securities

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(x) Limitation upon the liability of the depositary

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of dated as of September 18, 1997, as amended and restated as of March 8, 1999, and as further amended and restated as of May 7, 2003, and as further amended and restated as of _____, 2008, among Gerdau S.A., The Bank of New York Mellon as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of Letter Agreement among Gerdau S.A. and The Bank of New York relating to pre-release activities. Filed herewith as Exhibit 2.

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. See (a) and (b) above.

d.

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Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Previously Filed.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

Undertakings

Previously Filed.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, November 18, 2008.

Legal entity created by the agreement for the issuance of American Depositary Shares for Preferred Shares, without Par Value per Share, of Gerdau S.A.

By: The Bank of New York Mellon,
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Gerdau S.A. has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Porto Alegre, State of Rio Grande do Sul, Brazil on November 18, 2008.

GERDAU S.A.

By: /s/ Osvaldo Burgos Schirmer
Name: Osvaldo Burgos Schirmer
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on November 18, 2008.

/s/ Jorge Gerdau Johannpeter

/s/ Donald J. Puglisi

Name:

Jorge Gerdau Johannpeter

Name: Puglisi & Associates

Chairman of the Board

Authorized U.S. Representative

/s/ Germano Hugo Gerdau Johannpeter

/s/ Geraldo Toffanello

Name:

Germano Hugo Gerdau Johannpeter

Name: Geraldo Toffanello

Vice Chairman of the Board

Executive Officer

(Principal Accounting Officer)

/s/ Klaus Gerdau Johannpeter

/s/ Osvaldo Burgos Schirmer

Name:

Klaus Gerdau Johannpeter

Name: Osvaldo Burgos Schirmer

Vice Chairman of the Board

Chief Financial Officer

(Principal Financial Officer)

/s/ Frederico Carlos Gerdau Johannpeter

/s/ André Bier Gerdau Johannpeter

Name:

Frederico Carlos Gerdau Johannpeter

Name: André Bier Gerdau Johannpeter

Vice Chairman of the Board

Chief Executive Officer and Director

(Principal Executive Officer)

/s/ André Pinheiro de Lara Resende

Name: André Pinheiro de Lara Resende

Director

/s/ Affonso Celso Pastore

Name: Affonso Celso Pastore

Director

/s/ Oscar de Paula Bernardes Neto

Name: Oscar de Paula Bernardes Neto

Director

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

Form of Deposit Agreement dated as of dated as of September 18, 1997,
as amended and restated as of March 8, 1999, and as further amended and
restated as of May 7, 2003, and as further amended and restated as of
_____, 2008, among Gerdau S.A., The Bank of New York Mellon as
Depository, and all Owners and Beneficial Owners from time to time
of American Depositary Shares issued thereunder.

2

Letter agreement among Gerdau S.A. and The Bank of New York
relating to pre-release activities.

4

Previously Filed.