

YPF SOCIEDAD ANONIMA
Form F-6 POS
November 06, 2009

As filed with the Securities and Exchange Commission on November 6, 2009. Registration No. 33-63592

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 Depositary Shares

YPF Sociedad Anónima

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

N/A

(Translation of issuer's name into English)

Republic of Argentina

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

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(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 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 prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this 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

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1.	Introductory Article
Name and address of depository	
2.	Face of Receipt, top center
Title of American Depositary Receipts and identity of deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6 and 8
(x) Limitation upon the liability of the depository	Articles number 14, 18, 21 and 22
3. Fees and Charges	Articles number 7 and 8

Item - 2.

Available Information

Public reports furnished by issuer Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of _____, 2009 among YPF Sociedad Anónima, The Bank of New York Mellon, as Depositary, and all Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of letter dated _____, 2009 from The Bank of New York Mellon to YPF Sociedad Anónima 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) above.

d.

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

e.

Certification under Rule 466. Not Applicable.

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 depositary shares, 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 depositary shares thirty days before any change in the fee schedule.

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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 6, 2009.

Legal entity created by the agreement for the issuance of depositary shares representing Class D shares of YPF Sociedad Anónima.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, YPF Sociedad Anónima has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Buenos Aires, Argentina, on

November 4, 2009.

YPF Sociedad Anónima

By: /s/ Ignacio Morán

Name: Ignacio Morán

Title: Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Sebastián Eskenazi, Ignacio Morán and Alejandro Quiroga López, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on November 4, 2009.

Name	Title
<u>/s/ Antonio Brufau Niubo</u> Antonio Brufau Niubo	Chairman and Director
<u>/s/ Sebastián Eskenazi</u> Sebastián Eskenazi	Vice Chairman, Chief Executive Officer and Director (principal executive officer)
<u>/s/ Ignacio Morán</u> Ignacio Morán	Chief Financial Officer (principal financial officer)
<u>/s/ Angel Ramos Sánchez</u> Angel Ramos Sánchez	Director of Management Control (principal accounting officer)

/s/ Enrique Eskenazi

Enrique Eskenazi

Vice-Chairman and Director

/s/ Antonio Gomis Sáez

Antonio Gomis Sáez

Chief Operating Officer and Director

/s/ Aníbal Guillermo Belloni

Aníbal Guillermo Belloni

Director

Director

Mario Blejer

/s/ Carlos Bruno

Carlos Bruno

Director

/s/ Santiago Carnero

Santiago Carnero

Director

/s/ Carlos de la Vega

Carlos de la Vega

Director

Director

Matías Eskenazi Storey

/s/ Raúl Cardoso Maycotte

Raúl Cardoso Maycotte

Director

/s/ Salvador Font Estrany

Salvador Font Estrany

Director

/s/ Federico Mañero

Federico Mañero

Director

Director

Fernando Ramírez Mazarredo

/s/ Luis Suárez de Lezo Mantilla

Luis Suárez de Lezo Mantilla

Director

Director

Javier Monzón

/s/ Mario Vázquez

Mario Vázquez

Director

PUGLISI & ASSOCIATES

Authorized Representative in the United States

By: /s/ Donald J. Puglisi

Managing Director

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1	Form of Amended and Restated Deposit Agreement dated as of _____, 2009, among YPF Sociedad Anónima, The Bank of New York Mellon, as Depositary, and all Owners from time to time of American Depositary Shares issued thereunder.
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2

Form of letter dated _____, 2009 from The Bank of New York Mellon to YPF Sociedad Anónima relating to pre-release activities

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