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AS STEAMSHIP CO TORM
Form F-6 POS
April 07, 2004

As filed with the Securities and Exchange Commission on April 7, 2004

Registration No. 333-83560

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM F-6
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

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

A/S Steamship Company Torm
(Translation of issuer's name into English)

Kingdom of Denmark
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
formerly Bankers Trust Company
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 602 3761
(Address, including zip code, and telephone number, including area
code, of depositary's principal executive offices)

CT Corporation System
1633 Broadway
New York, New York 10016
(Address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

Francis Fitzherbert-Brockholes
White & Case
7-11 Moorgate
London EC2R 6HH, England

Gary J Wolfe
Seward & Kissel LLP
One Battery Park Plaza
New York New York 10004

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 :

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share, Dkk 10 par value, of Aktieselskabet Dampskibsselskabet Torm (the "shares")	100,000,000 ADSS	\$5.00	\$5,000,000

* 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 receipts evidencing American Depositary Shares.

**** Registration fee of \$83.72 paid in connection with the initial registration of American Depositary Shares on Registration Statement no. 333-83560. An additional \$549.78 is being paid with this Post-Effective Amendment No. 2.

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(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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 Deposit Agreement filed as Exhibit (a) to the Registration Statement, as amended, which is incorporated herein by reference.

Item a) DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center

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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 14, 15, 17 and 18 |
| (iii) | The collection and distribution of dividends | Articles 6, 13, 14, 17 and 18 |
| (iv) | The transmission of notices, reports and proxy soliciting material | Articles 12, 14, 15, 17 and 18 |
| (v) | The sale or exercise of rights | Articles 13, 14, 17 and 18 |
| (vi) | The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles 13, 14, 16, 17 and 18 |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Articles 20 and 21 |
| (viii) | Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article 12 |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Articles 2, 3, 4, 5, 6, 7, 8 and 23 |
| (x) | Limitation upon the liability of the depositary | Articles 17, 18, 19 and 21 |
| 3. | Fees and Charges | Articles 9 and 23 |

Item b) AVAILABLE INFORMATION

Public reports furnished by issuer Article 12

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and accordingly files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20549, and at the principal executive office of the Depositary.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (1) Deposit Agreement. Deposit Agreement dated as of February 27, 2002, by and among Aktieselskabet Dampskibsselskabet Torm (the "Company"), Deutsche Bank Trust Company Americas (formerly Bankers Trust Company), as depositary (the "Depositary"), and all owners and holders from time to time of American

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Depository Receipts issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt. Included herewith as Exhibit (a) (1).

- (a) (2) Post-Effective Amendment No. 1 to Deposit Agreement. Post-Effective Amendment No. 1 to the Deposit Agreement dated as of April 4, 2002. Included herewith as Exhibit (a) (2).
- (a) (3) Form of Post-Effective Amendment No. 2 to Deposit Agreement. Included herewith as Exhibit (a) (3).
- (b) Any other agreement to which the Depository 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 Depository and the issuer of the deposited securities in effect at any time within the last three years. Not applicable.
- (d) Opinion of White & Case, counsel to the Depository, as to the legality of the securities being registered. Previously filed.
- (e) Certification under Rule 466. Not applicable.

Powers of Attorney for certain officers and directors and the authorized representative of the Company. Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository 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 Depository 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 disclosed in the prospectus, the Depository 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 Depository undertakes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, on April 7, 2004

Legal entity created by the agreement for
the issuance of American Depositary

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Receipts for Registered Shares, Par Value
Dkk 10 each of Aktieselskabet
Dampskibsselskabet Torm

By: Deutsche Bank Trust Company Americas,
As Depositary

By: /s/Jeff Margolick

Name: Jeff Margolick
Title: Vice President

By: /s/ Clare Benson

Name: Clare Benson
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Aktieselskabet Dampskibsselskabet Torm 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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Copenhagen, Denmark on March 30, 2004.

Aktieselskabet Dampskibsselskabet
Torm

By: /s/ Klaus Kjaerulff

Name: Klaus Kjaerulff
Title: President CEO

By: /s/Klaus Nyborg

Name: Klaus Nyborg
Title: CFO

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below hereby constitutes and appoints Klaus Kjaerulff and Niels Erik Nielsen, jointly and severally, his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all further amendments (including pre-effective and post-effective amendments) to the Registration Statement No. 333-83560, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his

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substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement on Form F-6 has been signed by the following persons in the following capacities on March 30, 2004.

Signature	Title
/s/ Niels Erik Nielsen ----- Niels Erik Nielsen	Chairman of the Board of Directors
/s/ Christian Frigast ----- Christian Frigast	Deputy Chairman
/s/ Gabriel Panayotides ----- Gabriel Panayotides	Director
----- Ditley Helmer Engel	Director
/s/ Rex Harrington ----- Rex Harrington	Director
/s/ Peder Mouridsen ----- Peder Mouridsen	Director
----- Lennart Arnold Johan Arrias	Director
/s/ Greg Lavelle ----- Greg Lavelle	Authorized Representative in the United States
/s/ Klaus Kjaerulff ----- Klaus Kjaerulff	President CEO
/s/ Klaus Nyborg ----- Klaus Nyborg	CFO

INDEX TO EXHIBITS

Exhibit
Number

(a) (1) Deposit Agreement dated as of February 27, 2002, by and among Aktieselskabet Dampskibsselskabet Torm, Deutsche Bank Trust Company Americas, as depositary, and all owners and holders from time to time of American Depositary Receipts issued thereunder, including the Form of American Depositary Receipt.

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- (a) (2) Post-Effective Amendment No. 1 to Deposit Agreement dated as of April 4, 2002.
- (a) (3) Form of Post-Effective Amendment No. 2 to Deposit Agreement.