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BENETTON GROUP SPA  
Form F-6  
March 19, 2008

As filed with the Securities and Exchange Commission on March 19, 2008

Registration No. 333-

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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BENETTON GROUP S.p.A.  
(Exact name of issuer of deposited securities as specified in its charter)  
N/A  
(Translation of issuer's name into English)  
The Republic of Italy  
(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, N.Y. 10005  
(212) 250-9100  
(Address, including zip code, and telephone number,  
including area code, of depository's principal executive offices)

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Carlo Tunioli  
Benetton U.S.A. Corporation  
597 Fifth Avenue, 11th Floor  
New York, New York 10017-1020  
Tel. No.: (212) 593-0290  
(Address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:

Francis Fitzherbert-Brockholes, Esq.  
White & Case LLP  
5 Old Broad Street  
London EC2N 1DW  
+44-20-7532-1000

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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Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit(1)	Proposed maximum offering price(2)
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing two ordinary shares, par value euro 1.30 each, of Benetton Group S.p.A.	100,000,000 American Depositary Shares	\$ 0.05	\$ 5,000,000.00

- 1 For the purpose of this table only the term "unit" is defined as one American Depositary Share.
- 2 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.

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 the registration

statement shall become effective on such date as the United States Securities and Exchange Commission, acting pursuant to said Section 8(a) may determine.

This registration statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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The prospectus consists of the proposed form of American Depositary Receipt ("Receipt" or "American Depositary Receipt") included as Exhibits A and B to the form of Amended and Restated Deposit Agreement filed as Exhibit (a)(5) to this registration statement, which form of American Depositary Receipt is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

- Item - 1. Description of Securities to be Registered
- Cross Reference Sheet

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depositary	Face of American Depositary Receipt, introductory paragraph
2. Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary 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 American Depositary Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Condition 15
(iii) The procedure for collection and distribution of dividends	Conditions 2, 4, 9, 13 and 21
(iv) The procedure for transmission of notices, reports and proxy soliciting material	Conditions 12, 15 and 21
(v) The procedure for sale or exercise of rights	Conditions 2, 6, 9, 13 and 21
(vi) The procedure for deposit or sale of securities resulting from dividends, splits or plans of reorganization	Conditions 3, 4, 6, 8, 9, 13 and 16
(vii) The procedure for amendment, extension or termination of the deposit agreement	Conditions 19, 20 and 21
(viii) The procedure for rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Condition 12
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Conditions 2, 4, 6 and 22
(x) Limitation upon the liability of the depositary	Conditions 10, 17, 18 and 23
3. Fees and Charges	Condition 9

### Item - 2. Available Information

Public Reports furnished by issuer	Condition 12
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Benetton Group S.p.A. furnishes the United States Securities and Exchange Commission with certain public reports and documents required by foreign law or otherwise under Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such public reports and documents are made available in accordance with Rule 12g3-2(f) under the Exchange Act.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

### Item - 3. Exhibits

- (a) (1) Form of Deposit Agreement dated as of February 2, 1987 as amended and restated as of May 31, 1989 among Benetton Group S.p.A. (the "Company"), JPMorgan Chase Bank N.A. (formerly

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Morgan Guaranty Trust Company of New York), as original depositary (the "Original Depositary"), and the Holders and Beneficial Owners (the "Holders") of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Original Deposit Agreement"), including the form of American Depositary Receipt. - Previously filed (file number 33-28236) and incorporated herein by reference.

- (a) (2) Form of Amendment No. 1 to Original Deposit Agreement dated as of June 22, 1989, among the Company, the Original Depositary and the Holders - Previously filed (file number 33-28236) and incorporated herein by reference.
- (a) (3) Form of Amendment No. 2 to Original Deposit Agreement dated as of May 21, 2001, among the Company, the Original Depositary and the Holders - Previously filed (file number 33-28236) and incorporated herein by reference.
- (a) (4) Form of Amendment No. 3 to Original Deposit Agreement dated as of October 26, 2007, among the Company, the Original Depositary and the Holders - Previously filed (file number 33-28236) and incorporated herein by reference.
- (a) (5) Form of Amended and Restated Deposit Agreement among Benetton Group S.p.A., Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and the Holders of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Deposit Agreement"), including the form of American Depositary Receipt. - Filed herewith as Exhibit (a) (5).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereby or the custody of the deposited securities represented thereby. - Not Applicable.
- (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. - Not Applicable.
- (d) Opinion of White & Case LLP, counsel to the Depositary, as to the legality of the securities being registered. - Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. - Not Applicable.
- (f) Powers of attorney for certain officers and directors of the Company. Set forth on the signature page hereto.

### 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 American Depositary 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 Company.
- (b) If the amounts of fees charged are not disclosed in the

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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 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York, on March 19, 2008.

Legal entity created by the form of Deposit Agreement for the issuance of American Depositary Receipts for ordinary shares, par value euro 1.30 per share, of Benetton Group S.p.A.

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, AS DEPOSITARY

By: /s/ James Kelly  
-----  
Name: James Kelly  
Title: Vice President

By: /s/ Chris Konopelko  
-----  
Name: Chris Konopelko  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Ponzano Veneto (TV), Italy, on March 19, 2008.

BENETTON GROUP S.p.A.

By: /s/ Luciano Benetton  
-----  
Name: Luciano Benetton  
Title: Chairman of the Board and  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Luciano Benetton and Alessandro Benetton, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments

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(including pre-effective and post-effective amendments) to this registration statement, and to file or cause to be filed the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, his or her full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute, may lawfully do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the indicated capacities and on March 19, 2008.

Signature	Title
-----	-----
/s/ Luciano Benetton ----- Luciano Benetton	Chairman of the Board and Chief Executive Officer
----- Gilberto Benetton	Director
----- Alessandro Benetton	Deputy Chairman
----- Carlo Benetton	Deputy Chairman
----- Giuliana Benetton	Director
/s/ Gerolamo Caccia Dominioni ----- Gerolamo Caccia Dominioni	Managing Director
----- Gianni Mion	Director
/s/ Luigi Arturo Bianchi ----- Luigi Arturo Bianchi	Director
Signature	Title
-----	-----
/s/ Giorgio Brunetti ----- Giorgio Brunetti	Director
/s/ Alfredo Malguzzi ----- Alfredo Malguzzi	Director
/s/ Robert Singer -----	Director

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Robert Singer

/s/ Emilio Foa

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Emilio Foa

Chief Financial Officer

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Benetton Group S.p.A. has signed this registration statement or amendment thereto in the City of New York, New York, on March 18, 2008.

BENETTON U.S.A. CORPORATION

By: /s/ Carlo Tunioli

-----  
Name: Carlo Tunioli

Title: President

INDEX TO EXHIBITS

Exhibit Number	Exhibit
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(d)	Opinion of White & Case LLP, counsel to the Depository, as to the legality of the securities being registered - Filed herewith as Exhibit (d).