

ADVANTEST CORP
 Form F-6 POS
 September 12, 2006

333-13886

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

KABUSHIKI KAISHA ADVANTEST

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

Advantest Corporation

(Translation of issuer's name into English)

Japan

(Jurisdiction of Incorporation or organization of Issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, New York 10004

Tel. No.: (212) 552-2944

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

Advantest America Corporation (Holding Co.)

3201 Scott Boulevard

Santa Clara, California 95054

(408) 988-7700

Attention: Accounting and Finance Department

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

With copies to:

Scott A. Ziegler, Esq.
 Ziegler, Ziegler & Associates LLP
 570 Lexington Avenue, 44th Floor
 New York, New York 10022
 (212) 319-7600

Masahisa Ikeda, Esq.
 Shearman & Sterling
 Fukoku Seimei Building, Fifth Floor
 2-2-2 Uchisaiwaicho, Chiyoda-ku Tokyo 100-0001
 Japan
 81-3-5251-0232

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

Title of Each Class of	Amount	Proposed Maximum	Proposed Maximum	Amount of

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Securities to be Registered	to be Registered	Offering Price Per Unit	Aggregate Offering Price	Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of Common Stock of Advantest Corporation	N/A	N/A	N/A	N/A

(1) Each unit represents 100 American Depositary Shares.

(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 such Receipts evidencing such American Depositary Shares.

This Post-Effective Amendment to Registration Statement on Form F-6 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.

The Prospectus consists of the form of American Depositary Receipt ("ADR") included as Exhibit A to the form of Amendment to Deposit Agreement filed as Exhibit (a)(2) to this Post-Effective Amendment to Registration Statement on Form F-6, 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 ADR Filed Herewith as Prospectus</u>
1. Name of depositary and address of its principal executive office		Face, introductory paragraph and final sentence on face.
2. Title of ADR and identity of deposited securities		Face, top center and introductory paragraph
Terms of Deposit		
(i) The amount of deposited securities represented by one unit of ADRs		Face, upper right corner and introductory paragraph
(ii) The procedure for voting, if any, the deposited securities		Reverse, paragraph (12)
(iii) The collection and distribution of dividends		Face, paragraphs (4), (5) and (7); Reverse, paragraph (10)
(iv) The transmission of notices, reports and proxy soliciting material		Face, paragraphs (3) and (8); Reverse, paragraph (12)
(v) The sale or exercise of rights		Face, paragraphs (4) and (5); Reverse, paragraph (10)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization		Face, paragraphs (4) and (5); Reverse, paragraphs (10) and (13)

(vii)	Amendment, extension or termination of the deposit agreement	Reverse, paragraphs (16) and (17) (no provision for extension)
<u>Item Number and Caption</u>		<u>Location in Form of ADR Filed Herewith as Prospectus</u>
(viii)	Rights of holders of ADRs to inspect the transfer books of the Depositary and the lists of holders of ADRs	Face, paragraph (3)
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Face, paragraphs (1), (2), (4) and (5)
(x)	Limitation upon the liability of the Depositary and/or the Company	Reverse, paragraph (14)
3.	Description of all fees and charges which may be imposed directly or indirectly against the holders of ADRs	Face, paragraph (7)

Item 2. AVAILABLE INFORMATION

<u>Item Number and Caption</u>		<u>Location in Form of ADR Filed Herewith as Prospectus</u>
2(b)	Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission	Face, paragraph (8)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(1) Form of Deposit Agreement dated as of September 14, 2001 among Advantest Corporation, Morgan Guaranty Trust Company of New York, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed.

(a)(2). Form of Amendment No. 1 to Deposit Agreement. Filed herewith as Exhibit (a)(2)

(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 Ziegler, Ziegler & Altman LLP, counsel to the Depositary, as to the legality of the securities to be registered. Previously filed.

(e) Certification under Rule 466. - Filed herewith as Exhibit (e).

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 ADRs, 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 an ADR thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, 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 12, 2006.

Legal entity created by the form of Deposit
Agreement
for the issuance of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/Joseph M. Leinhauser
Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Advantest Corporation 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on September 12, 2006.

ADVANTEST CORPORATION

By: /s/Toshio Maruyama
Name: Toshio Maruyama
Title: Representative Board Director,
President and CEO

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on September 12, 2006.

<u>Name</u>	<u>Title</u>
/s/Shimpei Takeshita* Shimpei Takeshita	Chairman of the Board
/s/Toshio Maruyama* Toshio Maruyama	Representative Board Director, President and CEO
/s/Hiroshi Oura* Hiroshi Oura	Director and Senior Executive Advisor Hiroshi Oura
Naoyuki Akikusa	Director
Yasushige Hagio	Director

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/s/Junji Nishiura*
Junji Nishiura

Director and Senior Executive Officer

/s/Hiroji Agata*
Hiroji Agata

Director and Senior Executive Officer

/s/Takashi Tokuno*
Takashi Tokuno

Director and Senior Executive Officer

/s/Hitoshi Owada
Hitoshi Owada

Director and Managing Executive Officer
(Principal Financial & Accounting Officer)

/s/Amy Gold*
Amy Gold

Authorized Representative in
the United States

*

By:/s/Hitoshi Owada
Name: Hitoshi Owada
Power of Attorney

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