

Edgar Filing: BANK BRADESCO - Form F-6EF

BANK BRADESCO  
Form F-6EF  
March 28, 2007

As filed with the Securities and Exchange Commission on March 28, 2007  
Registration No.

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933 FOR DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

BANCO BRADESCO S.A.  
(Exact name of issuer of deposited securities as specified in its charter)

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BANK BRADESCO  
(Translation of issuer's name into English)

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Federative Republic of Brazil  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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399 Park Avenue  
New York, New York 10022  
(212) 816-6690  
(Address, including zip code, and telephone number, including area  
code, of Depositary's principal executive offices)

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Banco Bradesco S.A.  
126 E 56th Street (9th floor)  
New York, New York 10022  
Attn: Mr. Paulo Faustino da Costa  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copies to:

Ricardo Anzaldúa-Montoya, Esq. Cleary, Gottlieb, Steen & Hamilton One Liberty Plaza New York, New York 10006	Patricia Brigantic, Esq. Citibank, N.A. 388 Greenwich Street - 19th Floor New York, New York 10013
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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 Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price Per Unit*
American Depositary Shares, each representing one (1) Non-Voting Preferred Shares, without par value, of Banco Bradesco S.A.	500,000,000	\$5.00

- \* 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 such receipts evidencing such American Depositary Shares.

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

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PART I

INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form Depositary Receipt Filed Herewith
1. Name of depositary and address of its principal executive office	Face of Receipt last sentence of
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt Paragraph

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### Terms of Deposit:

- |        |                                                                                                                   |                                    |
|--------|-------------------------------------------------------------------------------------------------------------------|------------------------------------|
| (i)    | The amount of deposited securities represented by one American Depositary Share                                   | Face of Receipt<br>Introductory Pa |
| (ii)   | The procedure for voting, if any, the deposited securities                                                        | Reverse of Rece                    |
| (iii)  | The collection and distribution of dividends                                                                      | Reverse of Rece                    |
| (iv)   | The transmission of notices, reports and proxy soliciting material                                                | Reverse of Rece                    |
| (v)    | The sale or exercise of rights                                                                                    | Reverse of Rece                    |
| (vi)   | The deposit or sale of securities resulting from dividends, splits or plans of reorganization                     | Face of Receipt<br>Reverse of Rece |
| (vii)  | Amendment, extension or termination of the deposit agreement                                                      | Reverse of Rece<br>provision for e |
| I-1    |                                                                                                                   |                                    |
| (viii) | Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Reverse of Rece                    |
| (ix)   | Restrictions upon the right to deposit or withdraw the underlying securities                                      | Face of Receipt<br>and 10          |
| (x)    | Limitation upon the liability of the depositary                                                                   | Face of Receipt<br>Reverse of Rece |
| 3.     | Fees and charges which may be imposed directly or indirectly on holders of Receipts                               | Face of Receipt                    |

Item 2. AVAILABLE INFORMATION Reverse of Rece

Banco Bradesco S.A. 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 and other information can be retrieved from the Commission's website at [www.sec.gov](http://www.sec.gov) and copied at public reference facilities maintained by the Commission located at 100 F. Street, NE, Washington, D.C. 20549.

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### PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Amendment No. 1 to Amended and Restated Deposit

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Agreement filed as Exhibit (a) to this to Registration Statement on Form F-6 and incorporated herein by reference.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 3. EXHIBITS

(a) Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of March 19, 2004, by and among BANCO BRADESCO S.A. (the "Bank"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, including the form of American Depositary Receipts to be issued thereunder. - Filed herewith as Exhibit (a).

(a) (ii) Amended and Restated Deposit Agreement, dated as of November 21, 2001 (the "Amended and Restated Deposit Agreement"), by and among the Bank, the Depository, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, including the form of American Depositary Receipts to be issued thereunder.\*

(b) Any other agreement, to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereby or the custody of the deposited securities represented thereby. - None.

(c) Every material contract relating to the deposited securities between the Depository and the Company in effect within the last three years. - None.

(d) Opinion of Patricia Brigantic, counsel to the Depository, as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).

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

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company- Set forth on the signatures pages hereto.

##### Item 4. UNDERTAKINGS

a) The Depository hereby undertakes to make available at the principal agency office of the Depository 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 Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

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\* Previously filed and incorporated by reference to the Registration Statement on Form F-6, No. 333-13950.

b) The Depository hereby undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is

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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 (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of November 21, 2001, as amended by Amendment No. 1, dated as of March 19, 2004 (the "Deposit Agreement"), by and among BANCO BRADESCO S.A., Citibank, N.A., as depositary, and the Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, 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 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 the 28th day of March, 2007.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Shares evidenced American Depositary Receipts issued thereunder, each representing one (1) non-voting preferred share, without par value, of BANCO BRADESCO S.A.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Teresa Loureiro-Stein

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Name: Teresa Loureiro-Stein  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, BANCO BRADESCO S.A., 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Osasco, State of Sao Paulo, Brazil, on the 28th day of March, 2007.

BANCO BRADESCO S.A.

By: /s/ Milton Almicar Silva Vargas

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Name: Milton Almicar Silva Vargas  
Title: Executive Vice President

POWERS OF ATTORNEY

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NOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Paulo Faustino da Costa, addressed at 126 E 56th Street, 9th Floor, New York, New York 10022, to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign the Amendment No. 1 to the Amended and Restated Deposit Agreement (each as defined in this Registration Statement) and to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on the 28th day of March, 2007.

Signature -----	Title -----
/s/ Lazaro de Mello Brandao ----- Lazaro de Mello Brandao	Chairman
/s/ Antonia Bornia ----- Antonia Bornia	Vice-Chairman
/s/ Mario da Silveira Teixeira Junior ----- Mario da Silveira Teixeira Junior	Director
/s/ Marcio Artur Laurelli Cypriano ----- Marcio Artur Laurelli Cypriano	Director and Chief Executive Officer
/s/ Joao Aguliar Alvarez ----- Joao Aguliar Alvarez	Director
/s/ Denise Aguiar Alvarez Valente ----- Denise Aguiar Alvarez Valente	Director
/s/ Milton Almicar Silva Vargas ----- Milton Almicar Silva Vargas	Chief Accounting Officer and Chief Financial Officer

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Authorized Representative in the U.S.

/s/ Paulo Faustino da Costa

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Paulo Faustino da Costa

Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a)	Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of March 19, 2004	
(d)	Opinion of Counsel to the Depositary	
(e)	Certification under Rule 466	