

BBVA BANCO FRANCES SA  
Form F-6EF  
November 04, 2009

As filed with the Securities and Exchange Commission on November 4, 2009

Registration No. 333-

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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

of

**BBVA BANCO FRANCÉS S.A.**

**(F/K/A BANCO FRANCÉS RÍO DE LA PLATA S.A.)**

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

N/A

(Translation of issuer's name into English)

**ARGENTINA**

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**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. ☐

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
<b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing Ordinary Shares, of BBVA Banco Francés S.A.</b>	<b>15,000,000 American Depositary Shares</b>	<b>\$5.00</b>	<b>750,000</b>	<b>\$41.85</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The prospectus consists of the Form of American Depositary Receipt filed as Exhibit 1(3) 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

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15 and 16

securities

(iii) The collection and distribution of dividends

Articles number 12, 14 and 15

(iv) The transmission of notices, reports and proxy

Articles number 11, 15 and 16

soliciting material

(v) The sale or exercise of rights

Articles number 13 and 14

(vi) The deposit or sale of securities resulting from

Articles number 12, 14 and 17

dividends, splits or plans of reorganization

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depositary and the list of

holders of Receipts

(ix) Restrictions upon the right to transfer or

Articles number 2, 3, 4, 6 and 8

withdraw the underlying securities

(x) Limitation upon the liability of the depositary

Articles number 13, 18 and 21

### 3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a(1).

Form of Deposit Agreement dated as of December 1, 1993, among BBVA Banco Francés S.A. (formerly known as Banco Francés del Río de la Plata S.A.), The Bank of New York Mellon (formerly known as The Bank of New York) as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1(1).

a(2).

Form of Amendment No. 1 to Deposit Agreement as of August 12, 1997 among the Issuer, the Depositary and all Owners and holders from time to time of American Depositary Receipts. - Filed herewith as Exhibit 1(2).

a(3).

Form of Receipt, as amended from time to time, Exhibit A to Form of Deposit Agreement. - Filed herewith as Exhibit 1(3).

b.

Letter agreement among BBVA Banco Francés S.A. and The Bank of New York Mellon 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 herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

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.

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 4, 2009.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares, of BBVA Banco Francés S.A.

By:

The Bank of New York Mellon,

As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, BBVA BANCO FRANCÉS S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Buenos Aires, Argentina on November 4, 2009.

**BBVA BANCO FRANCÉS S.A.**

By: /s/ Evelina Sarrailh

Name: Evelina Sarrailh

Title: Director of Legal Services

By: /s/ Adrian Bressani

Name: Adrian Bressani

Title: Global Business Manager



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Each person whose signature appears below hereby constitutes and appoints Evelina Sarrailh and Adrian Bressani, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his 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 name and on his 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 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 by the following persons in the capacities indicated on November 4, 2009.

/s/ Jorge Carlos Bledel

/s/ Donald J. Puglisi

Name: Jorge Carlos Bledel

Name: Donald J. Puglisi

Chairman

Authorized U.S. Representative

Managing Director, Puglisi & Associates

/s/ José Manuel Tamayo Pérez

/s/ Jorge Carlos Bledel

Name: José Manuel Tamayo Pérez

Name: Jorge Carlos Bledel

Vice Chairman

Chief Executive Officer

(Principal Executive Officer)

/s/ Marcelo Gustavo Canestri

/s/ Martín Ezequiel Zarich

Name: Marcelo Gustavo Canestri

Name: Martín Ezequiel Zarich

Director

Chief Financial Officer

(Principal Financial Officer)

/s/ Javier José D. Ornellas

/s/ José Carlos López Álvarez

Name: Javier José D. Ornellas

Name: José Carlos López Álvarez

Director Presidency Áreas  
(Principal Accounting Officer)

/s/ Oscar Miguel Castro

Name: Oscar Miguel Castro

Director

/s/ Jesús Gonzalvo Lozano

Name: Jesús Gonzalvo Lozano

Director

/s/ Luis Bernardo Juango Fitero

Name: Luis Bernardo Juango Fitero

Director

## INDEX TO EXHIBITS

Exhibit

Number

Exhibit

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1(2)

Form of Amendment No. 1 to the Deposit Agreement as of August 12, 1997 among the Issuer, the Depositary and all Owners and holders from time to time of American Depositary Receipts.

1(3)

Form of Receipt as amended from time to time, Exhibit A to Form of Deposit Agreement.

2

Letter agreement among BBVA Banco Francés S.A. and The Bank of New York Mellon relating to pre-release activities.

4

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

5

Certification under Rule 466.