

EDP ENERGIAS DE PORTUGAL SA
Form F-6
September 14, 2006

As filed with the Securities and Exchange Commission on _____, 2006

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

EDP-ENERGIAS DE PORTUGAL, S.A.

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

EDP-Energies of Portugal

(Translation of issuer's name into English)

Portuguese Republic

(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100

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

Puglisi & Associates
850 Library Avenue Suite 204
Newark, Delaware 19711
(302) 738-6680

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

Copies to:

Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005
(212) 250-9100

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 Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ten Ordinary Shares of EDP-Energias de Portugal, S.A.	100,000,000	\$0.05	\$5,000,000	\$535

* Each unit represents one American Depositary Share.
 ** 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 Fees paid in connection with the initial registration of American Depositary Shares on Registration Statement No. 333-42030.

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.

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.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Supplemental Agreement to the Deposit Agreement filed as Exhibit (a) to this Registration Statement and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of American Depositary Receipt (“Receipt”) Filed Herewith as Prospectus
1. Name of depositary and address of its principal executive office	Face of Receipt, Introductory article and bottom center
2. Title of Receipts and identity of deposited securities	Face of Receipt, Top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share	Face of Receipt, Upper right corner
(ii) The procedure for voting, if any, the deposited securities	Paragraphs (15) and (16)
(iii) The collection and distribution of dividends	Paragraphs (7), (10), (11), (14) and (15)
(iv) The transmission of notices, reports and proxy soliciting material	Paragraphs (5), (11), (13), (15) and (16)
(v) The sale or exercise of rights	Paragraphs (6), (7), (9), (14) and (15)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (7), (9), (14) and (17)
(vii) Amendment, extension or termination of the deposit arrangements	Paragraphs (21) and (22) (no provision for extensions)
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Paragraph (13)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (2), (3), (5), (5), (6) and (8)

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|---|--------------------------|
| (x) Limitation upon the liability of the depository | Paragraphs (18) and (19) |
| 3. Fees and charges which may be imposed directly or indirectly against holders of Receipts | Paragraphs (7) and (10) |

Item 2. AVAILABLE INFORMATION

Paragraph (13)

(b) Statement that the foreign private issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended and, accordingly, files reports with the Securities and Exchange Commission (the "Commission"). These reports and documents can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 3. EXHIBITS

- (a) Amended and Restated Deposit Agreement, dated as of , 2006, by and among EDP-Energias de Portugal, S.A., Deutsche Bank Trust Company Americas, as successor 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 Receipt to be issued thereunder, attached as Exhibit A thereto). - Filed herewith as Exhibit (a).
- (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 Company in effect at any time within the last three years. - Not Applicable.
- (d) Opinion of counsel to the Depository 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 and the authorized representative of the Company. - Set forth on the signature pages hereto.
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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 issuer.
- (b) If the amounts of fees charged are disclosed in the prospectus, the Depositary under-takes 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 under-takes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, by and among EDP-Energias de Portugal, S.A., Deutsche Bank Trust Company Americas, as successor depository, and all 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 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 13, 2006.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing ten Ordinary Shares, each of EDP-Energias de Portugal, S.A.

Deutsche Bank Trust Company Americas, solely in its capacity as Depository

By: /s/Clare Benson
Name: Clare Benson
Title: Vice President

By: /s/Jane Taylor
Name: Jane Taylor
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, EDP-Energias de Portugal, 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 registration statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Lisboa, Portugal, on September 12, 2006.

EDP-Energias de Portugal, S.A.

By: /s/Mr. António Luís Guerra Nunes Mexia
Name: Mr. António Luís Guerra Nunes Mexia
Title: Chief Executive Officer and Executive Director

Know all persons by these present that each officer or director whose signature appears below constitutes and appoints each of the directors named below, jointly and severally, his or her true lawful attorneys-in-fact and agents with full and several power of substitution for and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, supplements to this registration statement and any registration statements pursuant to Rule 462(b) under the Securities Act relating thereto, 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 they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, 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 or amendment has been signed by the following persons in the capacities indicated on September 12, 2006.

Signatures

Capacity

/s/Mr. António Luís Guerra Nunes Mexia
Mr. António Luís Guerra Nunes Mexia

Chief Executive Officer and
Executive Director

/s/Mrs. Ana Maria Machado Fernandes
Mrs. Ana Maria Machado Fernandes

Executive Director

/s/Mr. António Martins da Costa
Mr. António Martins da Costa

Executive Director

/s/Mr. António Manuel Barreto Pita de Abreu
Mr. António Manuel Barreto Pita de Abreu

Executive Director

Mr. João Manuel Manso Neto

Executive Director

/s/Mr. Jorge Manuel Pragana da Cruz Morais
Mr. Jorge Manuel Pragana da Cruz Morais

Executive Director

/s/Mr. Nuno Maria Pestana de Almeida Alves
Mr. Nuno Maria Pestana de Almeida Alves

Chief Financial Officer

/s/Donald J. Puglisi
Donald J. Puglisi

Authorized Representative in the United
States

INDEX TO EXHIBITS

Exhibit Number

- (a) Form of Deposit Agreement
- (d) Opinion of counsel to the Depositary