

TENARIS SA  
Form SC 13D/A  
November 14, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

Tenaris S.A.  
(Name of Issuer)

Ordinary Shares, \$1.00 par value per share  
(Title of Class of Securities)

88031 M 10 9  
(CUSIP Number)

Fernando R. Mantilla, Av. Leandro N. Alem 1067, 29<sup>th</sup> Floor, Buenos Aires, Argentina,  
Telephone: +54-11-4018-2245  
(Name, Address and Telephone number of Person Authorized to  
Receive Notices and Communications)

November 11, 2016  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 88031 M 10 9

1. NAMES OF REPORTING PERSONS

ROCCA & PARTNERS STICHTING ADMINISTRATIEKANTOOR AANDELEN SAN FAUSTIN

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

00-0000000

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS):

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6. CITIZENSHIP OR PLACE OF ORGANIZATION

THE NETHERLANDS

SOLE VOTING POWER: 0

NUMBER OF 7.

SHARES

BENEFICIALLY SHARED VOTING POWER: 713,605,187

OWNED BY 8.

EACH SOLE DISPOSITIVE POWER: 0

REPORTING 9.

PERSON

WITH:

SHARED DISPOSITIVE POWER: 713,605,187

10.

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 713,605,187

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 60.4%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): HC

CUSIP NO. 88031 M 10 9

1. NAMES OF REPORTING PERSONS

SAN FAUSTIN S.A.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

00-0000000

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS):

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6. CITIZENSHIP OR PLACE OF ORGANIZATION

GRAND DUCHY OF LUXEMBOURG

SOLE VOTING POWER: 0

NUMBER OF 7.

SHARES

BENEFICIALLY SHARED VOTING POWER: 713,605,187

OWNED BY 8.

EACH SOLE DISPOSITIVE POWER: 0

REPORTING 9.

PERSON

WITH:

SHARED DISPOSITIVE POWER: 713,605,187

10.

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 713,605,187

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 60.4%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO

CUSIP NO. 88031 M 10 9

1. NAMES OF REPORTING PERSONS

TECHINT HOLDINGS S.À R.L.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

00-0000000

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS):

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

GRAND DUCHY OF LUXEMBOURG

SOLE VOTING POWER: 713,605,187

NUMBER OF 7.

SHARES

BENEFICIALLY SHARED VOTING POWER:

OWNED BY 8.

EACH SOLE DISPOSITIVE POWER: 713,605,187

REPORTING 9.

PERSON

WITH:

SHARED DISPOSITIVE POWER:

10.

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 713,605,187

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 60.4%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): CO



This Amendment No. 2 amends and supplements the Schedule 13D filed on February 14, 2011 filed by RP STAK, SAN FAUSTIN and TECHINT HOLDINGS (as defined thereunder) (this "Amendment No. 2") as further amended through the Amendment No. 1, relating to the Ordinary Shares, par value \$1 per share of Tenaris S.A. (the "Ordinary Shares").

No changes occurred except on the following Items:

### **Item 3. Source and Amount of Funds or Other Consideration**

The events requiring the filing of this Amendment No. 2 did not involve any transfer of funds or any kind of consideration. This filing is due to some minor changes in the members of the Board of Directors or executive officers of some of the Reporting Persons.

There were no changes in the holdings of Ordinary Shares of RP STAK, SAN FAUSTIN and TECHINT HOLDINGS since such Reporting Persons filed their most recent Amendment No. 2 to Schedule 13D on November 19, 2015.

### **Item 4. Purpose of Transaction**

This filing of the Amendment No. 2 is due to some minor changes in the composition of the Board of Directors or executive officers of some of the Reporting Persons.

There were no changes in the holdings of Ordinary Shares of RP STAK, SAN FAUSTIN and TECHINT HOLDINGS since such Reporting Persons filed their most recent Amendment No. 2 to Schedule 13D on November 19, 2015. RP STAK continues to control SAN FAUSTIN (i.e. it continues to have the ability to influence matters affecting, or submitted to a vote of the shareholders of SAN FAUSTIN, including the election of directors and the approval of certain corporate transactions and other matters concerning SAN FAUSTIN's policies).

### **Item 7.**

### **Material to Be Filed as Exhibits**

Exhibit Description

- A Power of Attorney of ROCCA & PARTNERS STICHTING ADMINISTRATIEKANTOOR AANDELEN SAN FAUSTIN dated February 4, 2011.\*
- B Power of Attorney of SAN FAUSTIN S.A. dated February 4, 2011.\*
- C Power of Attorney of TECHINT HOLDINGS S.à r.l., dated February 3, 2011.\*

\* Previously filed as an exhibit to the Schedule 13D of Tenaris S.A. dated February 14th, 2011 and incorporated by reference in this Amendment No. 2.

## Schedule I

**ROCCA & PARTNERS STICHTING ADMINISTRATIEKANDOOOR AANDELEN SAN FAUSTIN****MANAGEMENT**

| <b>Manager</b>      | <b>Business Address</b>                            | <b>Present Principal<br/>occupation</b> | <b>Citizenship</b> |
|---------------------|--|---|--------------------|
| Zenco Management BV | Wilhelminakade 91, 3072 AP, Rotterdam, Netherlands | Management Company                      | Dutch              |

**VOTING COMMITTEE**

| <b>Members</b>            | <b>Business Address</b>  | <b>Present principal<br/>occupation</b>             | <b>Citizenship</b> |
|---------------------------|--|---|--------------------|
| Paolo Rocca<br>(Chairman) | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina           | Chairman & CEO of Tenaris S.A.                      | Italian            |
| Gianfelice Rocca          | Via Monte Rosa 93, Milano, Italy   | Chairman of San Faustin S.A.                        | Italian            |
| Roberto Bonatti           | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina<br>Flat 7 | President of San Faustin S.A.                       | Italian            |
| Enrico Bonatti            | 81 Onslow Square<br><br>SW7 3LT London, UK   | Director of Tenaris Global Services<br>(UK) Ltd.    | Italian            |
| Giovanni Sardagna         | Via Monte Rosa 93, Milano, Italy   | Director of Investors' relations of<br>Tenaris S.A. | Italian            |
| Andres Piñeyro            | Cerrito 1266, Buenos Aires, Argentina  | President of Meridium S.A.                          | Argentine          |
| Lodovico Rocca            | Hipolito Bouchard 557, 17 <sup>o</sup> Floor, Buenos Aires,<br>Argentina.              | President of Techint E&C,<br>Uruguay                | Italian            |

**SAN FAUSTIN S.A.****BOARD OF DIRECTORS**

| <b>Name</b>                      | <b>Business Address</b>   | <b>Present principal<br/>occupation</b>                               | <b>Citizenship</b> |
|----------------------------------|---|---|--------------------|
| Gianfelice Rocca                 | Via Monte Rosa 93, Milan, Italy   | Chairman of San Faustin S.A.  | Italian            |
| Roberto Bonatti                  | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina                                | President of San Faustin S.A.   | Italian            |
| Paolo Rocca                      | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina                                | Chairman & CEO of Tenaris S.A.  | Italian            |
| Guido Bonatti                    | Via Donizetti 57, Milan, Italy  | Financial Advisor   | Italian            |
| Marco Drago                      | 13, via Cattaneo, Novara, Italy   | Chairman, De Agostini SpA   | Italian            |
| Giorgio Alliata di<br>Montereale | Carlos M. Della Paolera 299, 18 <sup>th</sup> floor,<br>Buenos Aires,<br>Argentina<br>26/28 rue E. Steichen | Economist   | Italian            |
| Bob Kneip                        | L-2540 Luxembourg   | CEO of Kneip Luxembourg   | Luxembourger       |
| Andres Piñeyro                   | Cerrito 1266, Buenos Aires, Argentina   | President, Meridium S.A., Buenos Aires                                | Argentine          |
| Lodovico Rocca                   | Hipolito Bouchard 557, 17 <sup>o</sup> Floor,<br>Buenos Aires, Argentina.                                   | President of Techint E&C, Uruguay                                     | Italian            |
| Giovanni Sardagna                | Via Monte Rosa 93, Milan, Italy   | Director of Investors' relations of Tenaris<br>S.A.                   | Italian            |
| Alberto Valsecchi                | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina                                | President, Dalmine SpA, Bergamo, Italy                                | Italian            |
| Roberto Vidigal                  | Rua Manoel Coelho 303, São Paulo,<br>Brazil   | Chairman of the Board of Directors,<br>Confab Industrial S.A., Brazil | Brazilian          |

**OFFICERS**

| <b>Name</b>                  | <b>Business Address</b>         | <b>Present principal<br/>occupation</b> | <b>Citizenship</b> |
|------------------------------|---------------------------------|---|--------------------|
| <b>Chairman of the Board</b> |                                 |   |                    |
| Gianfelice Rocca             | Via Monte Rosa 93, Milan, Italy | Chairman of San Faustin S.A.            | Italian            |
| <b>President</b>             |                                 |   |                    |
|                              |                                 | President of San Faustin S.A.           | Italian            |

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|  |  |  |           |
|--|--|--|-----------|
| Roberto Bonatti                                      | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina |  |           |
| <b>Vice-president</b>                                |  |  |           |
| Paolo Rocca  | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina | Chairman & CEO of Tenaris S.A.                                 | Italian   |
| <b>Secretary of the Board of Directors</b>           | Carlos M. Della Paolera 299, 16th floor,<br>Buenos Aires,                    | Attorney at law  | Argentine |
| Fernando Jorge Mantilla                              | Argentina  |  |           |
| <b>Assistant Secretary of the Board of Directors</b> | 3B Boulevard Prince Henri, 3rd floor,<br>Luxembourg L 1724, Luxembourg       | General Manager San Faustin S.A.                               | Italian   |
| Michele Zerbi  |  |  |           |
| <b>Assistant Secretary of the Board of Directors</b> | 3B Boulevard Prince Henri, 3rd floor,<br>Luxembourg L 1724, Luxembourg       | Assistant Secretary of the Board of Directors San Faustin S.A. | Argentine |
| Maria Emilia Gigy                                    |  |  |           |
| <b>Assistant Secretary of the Board of Directors</b> | Av. Leandro N. Alem 1067, 29th floor,<br>Buenos Aires, Argentina             | Attorney-at-law  | Argentine |
| Fernando Ricardo Mantilla                            |  |  |           |

**TECHINT HOLDINGS S.à r.l.**

**BOARD OF DIRECTORS**

| <b>Name</b>                          | <b>Business Address</b>   | <b>Present principal<br/>occupation</b>        | <b>Citizenship</b> |
|--------------------------------------|---|--|--------------------|
| Carlos M. Franck                     | Av. Leandro N. Alem 1067, 29 <sup>th</sup> floor,<br>Buenos Aires, Argentina<br>41 boulevard Royal  | President of Santa Maria SAIf.                 | Argentine          |
| Alain Renard                         | L-2449 Luxembourg   | Member of the Executive<br>Committee of Atalux | French             |
| Michele Zerbi                        | Grand Duchy of Luxembourg<br>3B Boulevard Prince Henri, 3rd floor, Luxembourg<br>L 1724, Luxembourg | General Manager San Faustin S.A.               | Italian            |
| Gianfelice M.<br>Rocca<br>(Chairman) | Via Monterosa 93, Milan, Italy  | Chairman of San Faustin S.A.                   | Italian            |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando R. Mantilla, attorney duly authorized by ROCCA & PARTNERS STICHTING ADMINISTRATIEKANTOOR AANDELEN SAN FAUSTIN to sign this statement, certify that the information set forth in this statement is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Amendment No. 2 on his own behalf and on behalf of SAN FAUSTIN S.A. and TECHINT HOLDINGS S.À R.L.

November 11, 2016

/s/ Fernando R. Mantilla  
Fernando R. Mantilla  
Attorney-in-fact

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando R. Mantilla, attorney duly authorized by SAN FAUSTIN S.A. to sign this statement, certify that the information set forth in this statement is true, complete and correct.

Pursuant to Rule 13d - 1(k)(1), the undersigned joins in the filing of this Amendment No. 2 on his own behalf and on behalf of ROCCA & PARTNERS STICHTING ADMINISTRATIEKANTOOR AANDELEN SAN FAUSTIN and TECHINT HOLDINGS S.À R.L.

November 11, 2016

/s/ Fernando R. Mantilla  
Fernando R. Mantilla  
Attorney-in-fact

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I, Fernando R. Mantilla, attorney duly authorized by TECHINT HOLDINGS S.À R.L. to sign this statement, certify that the information set forth in this statement is true, complete and correct.

Pursuant to Rule 13d-1(k)(1), the undersigned joins in the filing of this Amendment No. 2 on his own behalf and on behalf of ROCCA & PARTNERS STICHTING ADMINISTRATIEKANTOOR AANDELEN SAN FAUSTIN and SAN FAUSTIN S.A.

November 11, 2016

/s/ Fernando R. Mantilla  
Fernando R. Mantilla  
Attorney-in-fact

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