

Edgar Filing: ABB LTD - Form F-6EF

ABB LTD  
Form F-6EF  
November 19, 2007

As filed with the Securities and Exchange Commission on November 19, 2007  
Registration No. 333-  
=====

UNITED STATES 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

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

N/A  
(Translation of issuer's name into English)

Switzerland  
(Jurisdiction of incorporation or organization of issuer)

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

399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number,  
including area code, of Depositary's principal executive offices)

E. Barry Lyon  
Assistant Secretary  
ABB Holdings Inc.  
501 Merritt 7, Norwalk,  
CT 06851  
(203) 750-2326  
(Name, address, including zip code, and telephone number,  
including area code of agent for service)

-----  
Copies to:

Thomas W. Christopher  
Kirkland & Ellis LLP  
152 East 53rd Street  
New York, New York 10022

Patricia Brigantic, Esq.  
Citibank, N.A.  
388 Greenwich Street  
New York, New York 10013

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It is proposed that this filing become effective under Rule 466:  
|X| 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

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Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price Per Unit*
American Depositary Shares, evidenced by American Depositary Receipts, one (1) American Depositary Share representing one (1) Registered Share, par value CHF 2.50 per Share, of ABB Ltd.	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 together shall constitute one and the same instrument.

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## PART I

### INFORMATION REQUIRED IN PROSPECTUS

#### Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

##### CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of Depositary Receipt Filed Herewith as P
1. Name of depositary and address of its principal executive office	Face of Receipt - i
2. Title of Receipts and identity of deposited securities	Face of Receipt - t
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share	Face of Receipt - u introductory articl
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt

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- |       |  |                    |
|-------|--|--------------------|
| (iii) | The collection and distribution of dividends                       | Reverse of Receipt |
| (iv)  | The transmission of notices, reports and proxy soliciting material | Reverse of Receipt |
| (v)   | The sale or exercise of rights                                     | Reverse of Receipt |

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- |                               |  |   |
|-------------------------------|--|---|
| (vi)                          | The deposit or sale of securities resulting from dividends, splits or plans of reorganization            | Face of Receipt - A<br>Reverse of Receipt |
| (vii)                         | Amendment, extension or termination of the deposit agreement   | Reverse of Receipt<br>(no provision for e |
| (viii)                        | Rights of holders of Receipts to inspect the books of the Depositary and the list of holders of Receipts | Face of Receipt - A                       |
| (ix)                          | Restrictions upon the right to transfer or withdraw the underlying securities                            | Face of Receipt - A                       |
| (x)                           | Limitation upon the liability of the Depositary  | Reverse of Receipt                        |
| 3.                            | Fees and charges which may be imposed directly or indirectly against holders of Receipts                 | Face of Receipt - A                       |
| ITEM 2. AVAILABLE INFORMATION |  | Face of Receipt - A                       |

ABB Ltd 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 FORM OF AMERICAN DEPOSITARY RECEIPT INCLUDED AS EXHIBIT A TO THE AMENDED AND RESTATED DEPOSIT AGREEMENT FILED AS EXHIBIT (a) TO THIS FORM F-6 REGISTRATION STATEMENT AND IS INCORPORATED HEREIN BY REFERENCE

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

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(a) Amended and Restated Deposit Agreement, dated as of May 7, 2001, by and among ABB Ltd (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Amended and Restated Deposit Agreement"). -- Filed herewith as Exhibit (a).

(b)(i) Letter Agreement, dated as of May 28, 2004, by and between the Company and the Depositary in respect of the conversion of the US\$968,000,000 4.625 per cent Convertible Unsubordinated Bonds due 2007 (the "Bonds") by the holders of such Bonds or by the trustee of the Bonds into American Depositary Shares. -- Filed herewith as Exhibit (b)(i).

(b)(ii) Letter Agreement, dated as of September 5, 2007, by and between the Company and the Depositary in respect of the establishment by the Depositary of a "direct registration system" (the "DR System") for ADSs and the issuance by the Depositary of "uncertificated ADSs" as part of the DR System. -- Filed herewith as Exhibit (b)(ii).

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

(d) Opinion of Patricia Brigantic, counsel to the Depositary, 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 signature pages hereto.

### 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 amount of fees charged is 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 (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, Citibank, N.A., on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of May 7, 2001 by and among ABB Ltd, Citibank, N.A., as depositary, and all Holders and Beneficial Owners 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

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to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 19 day of November, 2007.

Legal entity created by the Amended and Restated Deposit Agreement, dated as of May 7, 2001 for the issuance of American Depositary Receipts evidencing American Depositary Shares, one (1) American Depositary Share representing one (1) Fully Paid Registered Share, par value CHF 2.50 each, of ABB Ltd.

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

By: /s/ Susanna Ansala

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Name: Susanna Ansala  
Title: Vice President

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, ABB Ltd 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 Zurich, Switzerland, on the 19 day of November 2007.

ABB Ltd

By: /s/ Richard A. Brown

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Name: Richard A. Brown  
Title: Assistant General Counsel

By: /s/ Michel Demare

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Name: Michel Demare  
Title: Chief Financial Officer

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Fred Kindle, Michel Demare, Alfred Storck, Diane de Saint Victor and Richard A. Brown, and any two of them acting jointly, 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 capacities, to sign any or 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(s)-in-fact and agent(s) 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(s)-in-fact and

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agent(s), 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 has been signed by the following persons in the following capacities as of November 19, 2007.

Name -----	Title -----
/s/ Fred Kindle ----- Name: Fred Kindle	President and Chief Executive Officer (principal executive officer)
/s/ Michel Demare ----- Name: Michel Demare	Chief Financial Officer (principal financial officer)
/s/ Richard Gruenhagen ----- Name: Richard Gruenhagen	Head of Group Accounting and Consolidation (principal accounting officer)
/s/ Hubertus von Gruenberg ----- Name: Hubertus von Gruenberg	Chairman of the Board of Directors
/s/ Roger Agnelli ----- Name: Roger Agnelli	Director
/s/ Louis R. Hughes ----- Name: Louis R. Hughes	Director
/s/ Hans Ulrich Maerki ----- Name: Hans Ulrich Maerki	Director
/s/ Michel de Rosen ----- Name: Michel de Rosen	Director
/s/ Michael Treschow ----- Name: Michael Treschow	Director
----- Name: Bernd W. Voss	Director

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/s/ Jacob Wallenberg Director

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Name: Jacob Wallenberg

ABB Holdings Inc.,  
its duly authorized representative in the United States

/s/ E. Barry Lyon

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Name: E. Barry Lyon  
Date: Assistant General Counsel

### Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a)	Amended and Restated Deposit Agreement, dated as of May 7, 2001	
(b) (i)	Letter Agreement dated as of May 28, 2004	
(b) (ii)	Letter Agreement dated as of September 5, 2007	
(d)	Opinion of counsel to the Depositary	
(e)	Certification under Rule 466	