

E ON AG
Form F-6 POS
August 01, 2008

As filed with the U.S. Securities and Exchange Commission on August 1, 2008

Registration No. 333- 123261

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

**POST EFFECTIVE AMENDMENT NO. 2 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts**

E.ON AG

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

Not applicable

(Translation of issuer's name into English)

Federal Republic of Germany

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

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

Fidelia Corporation

2751 Centerville Road, Suite 231

Wilmington, Delaware 19808

United States of America

(302) 996-9020

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

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ____ at ____

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 one ordinary share of E.ON AG	n/a	n/a	n/a	n/a

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-7650.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amendment No. 3 to Deposit Agreement filed as Exhibit (a)(4) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1) Name and address of Depositary	Introductory paragraph
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii) Procedure for voting, if any, the deposited securities	Paragraphs (4), (12) and (13)
(iii) Collection and distribution of dividends	Paragraphs (10), (11), and (12)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (8), (10) and (13)
(v) Sale or exercise of rights	Paragraph (11)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (11) and (14)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts	Paragraph (2)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (3), (4), (6) and (7)
(x) Limitation upon the liability of the Depositary	Paragraph (15)
(3) Fees and Charges	Paragraph (9)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depository Receipt Filed Herewith as Prospectus
(b) Statement that the Company publishes on its web site (www.eon.com) on an ongoing basis, or otherwise furnishes the United States Securities and Exchange Commission (the "Commission") with, certain public reports and documents required by foreign law or otherwise under Rule 12g3-2(b) under the Securities Exchange Act of 1934	Paragraph (10)

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Deposit Agreement.** Deposit Agreement dated as of October 7, 1997 among E.ON AG (formerly known as VEBA Aktiengesellschaft) (the "Company"), JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York), as depository (the "Depository"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Registration Statement on Form F-6 (333-7650) filed with the Securities and Exchange Commission, which is incorporated herein by reference.
- (a)(2) **Amendment No. 1 to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement. Previously filed as Exhibit (a)(2) to Registration Statement on Form F-6 (333-123261) filed with the Securities and Exchange Commission, which is incorporated herein by reference.
- (a)(3) **Amendment No. 2 to Deposit Agreement.** Form of Amendment No. 2 to Deposit Agreement. Previously filed as Exhibit (a)(3) to Post Effective Amendment to Registration Statement on Form F-6 (333-123261) filed with the Securities and Exchange Commission, which is incorporated herein by reference.
- (a)(4) **Amendment No. 3 to Deposit Agreement.** Form of Amendment No. 3 to Deposit Agreement, including the form of ADR as amended thereby, is filed herewith as Exhibit (a)(4).
- (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 issuer of the deposited securities in effect at any time within the last three years.** Not applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities being registered.** Previously filed as Exhibit (d) to Registration Statement on Form F-6 (333-123261) filed with the Securities and Exchange Commission, which is incorporated herein by reference.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository 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 Depository 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 American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

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 Post-Effective Amendment 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 August 1, 2008.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as
Depositary

By: /s/Joseph M. Leinhauser
Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, E.ON AG 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on August 1, 2008.

E.ON AG

By: /s/Dr. Marcus Schenck
Name: Dr. Marcus Schenck
Title: Chief Financial Officer

By: /s/Dr. Michael Bangert
Name: Dr. Michael Bangert
Title: Vice President Finance

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of August 1, 2008.

<u>Signatures</u>	<u>Title</u>
/s/Dr. Wulf-H. Bernotat Dr. Wulf-H. Bernotat	Chief Executive Officer (CEO)
/s/Dr. Johannes Teysen Dr. Johannes Teysen	Vice Chairman of the Board of Management and Chief Operating Officer (COO)
Christoph Dänzer-Vanotti	Member of the Board of Management
Lutz Feldmann	Member of the Board of Management
/s/Dr. Marcus Schenck Dr. Marcus Schenck	Member of the Board of Management and Chief Financial Officer (CFO)

/s/Denis Brophy
Denis Brophy

Authorized Representative in
the United States

INDEX TO EXHIBITS

Exhibit
Number

Sequentially
Numbered Page

(a)(4) Form of Amendment No. 3 to Deposit Agreement

(e) Rule 466 Certification

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