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SGL CARBON AKTIENGESELLSCHAFT

Form F-6

March 26, 2007

As filed with the Securities and Exchange Commission on March 26, 2007

Registration No. 333-

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares Evidenced by American Depositary Receipts  
of

SGL CARBON AKTIENGESELLSCHAFT

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

N/A

(Translation of issuer's name into English)

FEDERAL REPUBLIC OF GERMANY

(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, N.Y. 10005

(212) 602-1044

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

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DEPOSITARY MANAGEMENT CORPORATION

(570 Lexington Avenue, 44th Floor, New York, New York 10022,

United States of America, Tel: (212) 319-4800)

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

COPIES TO:

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D-60322 Frankfurt am Main, Germany  
+49 69 9711 1000

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<br>of Securities to be registered | Amount to be<br>registered | Proposed maximum<br>aggregate price<br>per unit (1) | Proposed<br>maximum aggregate<br>offering price |
| -----                                                 | -----                      | -----                                               | -----                                           |

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|                                                                                                                                                                                                      |                                          |        |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|--------|------------|
| American Depositary Shares<br>evidenced by American<br>Depositary Receipts, each<br>American Depositary Share<br>representing one-third of one<br>ordinary share of SGL Carbon<br>Aktiengesellschaft | 20,000,000 American<br>Depositary Shares | \$5.00 | \$100,000, |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|--------|------------|

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

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 the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

The prospectus consists of the form of American Depositary Receipt included as Exhibit A to Amendment No. 2 to Deposit Agreement filed as Exhibit (a) (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

| Item Number and Caption                                                                        | Location in Form of Receipt<br>Filed Herewith as Prospectus        |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 1. Name and address of depositary                                                              | Face of Receipt, introductory paragraph and final sentence on face |
| 2. Title of American Depositary Receipts and identity of deposited securities                  | Face of Receipt, top center and introductory paragraph             |
| Terms of Deposit:                                                                              |                                                                    |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, upper right corner and introductory paragraph     |
| (ii) The procedure for voting, if any, the deposited securities                                | Paragraphs 16, 17, 19 and 24                                       |
| (iii) The collection and distribution of dividends                                             | Paragraphs 4, 12, 14, 16 and 22                                    |
| (iv) The transmission of notices, reports and proxy soliciting material                        | Paragraphs 11, 16, 17, 18, 19 and 24                               |

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|                                                                                                                          |                                                   |
|--------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| (v) The sale or exercise of rights                                                                                       | Paragraphs 14, 15 and 19                          |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Paragraphs 12, 14, 16, 18 and 19                  |
| (vii) Amendment, extension or termination of the deposit agreement                                                       | Paragraphs 21 and 22 (no provision for extension) |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Paragraphs 11 and 13                              |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                        | Paragraphs 2, 3, 4, 5, 6, 8 and 23                |
| (x) Limitation upon the liability of the depository                                                                      | Paragraphs 14, 19, 20 and 22                      |
| 3. Fees and Charges                                                                                                      | Paragraphs 2, 3, 7, 12, 15, 19 and 21             |

### Item - 2. Available Information

2(b) Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

### Item - 3. Exhibits

- (a) (1) Form of Deposit Agreement dated as of June 4, 1996, among SGL Carbon Aktiengesellschaft (the "Company"), JP Morgan Chase Bank (formerly Morgan Guaranty Trust Company of New York) as original depository (the "Original Depository"), and all holders and beneficial owners (the "Holders") from time to time of American Depositary Receipts issued thereunder (as amended from time to time, the "Deposit Agreement"). - Previously filed (file number 333-11478) and incorporated herein by reference.
- (a) (2) Form of Amendment No. 1 to Deposit Agreement dated as of February 22, 2000, among the Company, the Original Depository and the Holders. - Previously filed (file number 333-11478) and incorporated herein by reference.
- (a) (3) Amendment No. 2 to Deposit Agreement dated as of March 26, 2007, among the Company, Deutsche Bank Trust Company Americas, as successor depository (the "Depository") and the Holders. - Filed herewith as Exhibit (a) (3).
- (b) Any other agreement to which the Depository is a party relating to the

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issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

- (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 White & Case LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. - Not Applicable.

### 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 30 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 London, United Kingdom, on \_\_\_\_March 26\_\_\_\_, 2007.

Legal entity created by the agreement for  
the issuance of American Depositary  
Receipts evidencing American Depositary  
Shares

By: Deutsche Bank Trust Company Americas,  
as Depositary

By: /s/Clare Benson

-----  
Name: Clare Benson  
Title: Vice President

By: /s/Tom Murphy

-----  
Name: Tom Murphy  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, SGL Carbon Aktiengesellschaft has caused this Registration Statement to be signed on its

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behalf by the undersigned thereunto duly authorized, in \_\_Wiesbaden\_\_\_\_,  
Federal Republic of Germany on \_\_March 26\_\_, 2007.

SGL Carbon Aktiengesellschaft

By: /s/Robert J. Koehler

-----  
Name: Robert J. Koehler  
Title: Chairman, Chief Executive Officer,  
Member of the Management Board

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert J. Koehler, Sten Daugaard and Christian Schwarz each of them (with full power to each of them to act alone) his true and lawful attorney-in-fact and agent, with the power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and 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 attorneys-in-fact and agents and each of them, 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 for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents 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 \_\_March 26\_\_, 2007.

| Name                    | Title                                   |
|-------------------------|-----------------------------------------|
| -----                   | -----                                   |
| /s/Robert J. Koehler    | Chairman, Chief Executive Officer,      |
| -----                   |                                         |
| Robert J. Koehler       | Member of the Management Board          |
| <br>                    |                                         |
| /s/Sten Daugaard        | Chief Financial Officer,                |
| -----                   |                                         |
| Sten Daugaard           | Member of the Management Board          |
| <br>                    |                                         |
| /s/Theodore H. Breyer   | Member of the Management Board          |
| -----                   |                                         |
| Theodore H. Breyer      |                                         |
| <br>                    |                                         |
| /s/Dr. Hariolf Kottmann | Member of the Management Board          |
| -----                   |                                         |
| Dr. Hariolf Kottmann    |                                         |
| <br>                    |                                         |
| /s/Anna Blackwelder     | Authorized Representative in the United |
| -----                   | States                                  |
| Anna Blackwelder        |                                         |

INDEX TO EXHIBITS

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| Exhibit<br>Number | Exhibit                                                                                                                                      |
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| (a) (1)           | Form of Deposit Agreement. - Previously filed (file number 333-11478) and incorporated herein by reference.                                  |
| (a) (2)           | Form of Amendment No. 1 to Deposit Agreement. - Previously filed (file number 333-11478) and incorporated herein by reference.               |
| (a) (3)           | Amendment No. 2 to Deposit Agreement. - Filed herewith as Exhibit (a) (3).                                                                   |
| (d)               | Opinion of White & Case LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit (d). |