

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

ENERGY CO OF MINAS GERAIS
Form F-6EF
June 11, 2007

As filed with the Securities and Exchange Commission on June 11, 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

COMPANHIA ENERGETICA DE MINAS GERAIS - CEMIG
(Exact name of issuer of deposited securities as specified in its charter)

ENERGY CO OF MINAS GERAIS
(Translation of issuer's name into English)

The Federative Republic of Brazil
(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 10022
(212) 816-6690
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

CT Corporation System
111 Eighth Avenue (13th floor)
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of
agent for service)

Copies to:

Michael L. Fitzgerald, Esq.

Patricia Brigantic, Esq.

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, New York 10005

Citibank, N.A.
388 Greenwich Street
New York, New York 10013

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*	Pr Of
American Depositary Shares, each representing one (1) non-voting preferred share, par value R\$5.00 per non-voting preferred share, of Companhia Energetica De Minas Gerais-CEMIG	200,000,000	\$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 American Depositary Shares.

This Registration Statement on Form F-6 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

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Location in Form of American

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

Item Number and Caption	Depository Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of Depository and address of its principal executive office	Face of Receipt - Introductory paragraph (13).
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center paragraph.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSs")	Face of Receipt - Upper right introductory paragraph.
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (1) Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph (1) provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs	Face of Receipt - Paragraph (1)

I-1

Item Number and Caption	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (1) (7), (9) and (10).
(x) Limitation upon the liability of the Depository	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph
(xi) Fees and charges which may be imposed directly or indirectly on holders of ADSs	Face of Receipt - Paragraph (1)
Item 2. AVAILABLE INFORMATION	Face of Receipt - Paragraph (1)

The Company 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 can be retrieved from the Commission's website

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

(www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the Depository.

I-2

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amendment No. 1 to the Second Amended and Restated Deposit Agreement filed as Exhibit (a)(i) to this Registration Statement on Form F-6 and is incorporated herein by reference.

I-3

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (i) Form of Amendment No. 1 to the Second Amended and Restated Deposit Agreement, by and among Companhia Energetica de Minas Gerais - CEMIG (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued under the Deposit Agreement. -- Filed herewith as Exhibit (a)(i).
- (a) (ii) Second Amended and Restated Deposit Agreement, dated as of August 10, 2001, by and among the Company, the Depository, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder. -- Filed herewith as Exhibit (a)(ii).
- (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. -- None.
- (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. -- None.
- (d) Opinion of Patricia Brigantic, counsel to the Depository, as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. -- Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

II-1

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, 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 ADS sixty (60) days before any change in the fee schedule.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Second Amended and Restated Deposit Agreement, by and among Companhia Energetica de Minas Gerais - CEMIG, Citibank, N.A., as Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts to be 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 the 11th day of June, 2007.

Legal entity created by the Second Amended and Restated Deposit Agreement under which the American Depositary Receipts evidencing American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing one (1) non-voting preferred share, par value of R\$5.00 per non-voting preferred share, of Companhia Energetica de Minas Gerais - CEMIG.

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

By: /s/ Teresa Loureiro-Stein

Name: Teresa Loureiro-Stein
Title: Vice President

II-3

SIGNATURES

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

Pursuant to the requirements of the Securities Act of 1933, as amended, Companhia Energetica de Minas Gerais - CEMIG 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 Belo Horizonte, MG, Brazil, on June 11, 2007.

COMPANHIA ENERGETICA DE MINAS GERAIS - CEMIG

By: /s/ Djalma Bastos de Moraes

Name: Djalma Bastos de Moraes
Title: Chief Executive Officer

II-4

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Djalma Bastos de Moraes and Luiz Fernando Rolla 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 such 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 attorney-in-fact and agent 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 s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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 on Form F-6 has been signed by the following persons in the following capacities on June 11, 2007.

Signature -----	Title -----
/s/ Djalma Bastos de Moraes ----- Djalma Bastos de Moraes	Chief Executive Officer
/s/ Luiz Fernando Rolla ----- Luiz Fernando Rolla	Chief Financial Officer
/s/ Leonardo George de Magalhaes ----- Leonardo George de Magalhaes	Principal Accounting Officer

II-5

Edgar Filing: ENERGY CO OF MINAS GERAIS - Form F-6EF

/s/ Wilson Nelio Brumer Chairman of the Board of Directors

Wilson Nelio Brumer

/s/ Djalma Bastos de Moraes Director

Djalma Bastos de Moraes

/s/ Aecio Ferreira da Cunha Director

Aecio Ferreira da Cunha

/s/ Francelino Pereira dos Santos Director

Francelino Pereira dos Santos

/s/ Luiz Henrique de Castro Carvalho Director

Luiz Henrique de Castro Carvalho

/s/ Alexandre Heringuer Lisboa Director

Alexandre Heringuer Lisboa

/s/ Lauro Sergio Vasconcelos David Director

Lauro Sergio Vasconcelos David

/s/ Guilherme Horta Goncalves Junior Director

Guilherme Horta Goncalves Junior

/s/ Wilton de Medeiros Daher Director

Wilton de Medeiros Daher

II-6

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States, of Companhia Energetica de Minas Gerais - CEMIG has executed this Form F-6 on June 11, 2007.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi
Title: Managing Director

II-7

Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (i)	Form of Amendment No. 1 to the Second Amended and Restated Deposit Agreement	
(a) (ii)	Second Amended and Restated Deposit Agreement	
(d)	Opinion of counsel to the Depositary	
(e)	Certification under Rule 466	