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FIRST PACIFIC COMPANY LTD /FI

Form F-6EF

March 29, 2006

As Filed with the Securities and Exchange Commission on March 29, 2006.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

-----  
First Pacific Company Limited  
(Exact name of issuer of deposited securities as specified in its charter)

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

BERMUDA  
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK  
(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286  
Telephone (212) 495-1784  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

-----  
The Bank of New York  
ADR Division  
One Wall Street, 29th Floor  
New York, NY 10286  
Telephone (212)-495-1784  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

It is proposed that this filing become effective under Rule 466  
 immediately upon filing  
 on (Date) at (Time)

If a separate statement has been filed to register the deposited shares, check  
the following box.

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CALCULATION OF REGISTRATION FEE

Proposed maximum

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Title of each class of Securities to be registered	Amount to be registered	Aggregate price per unit(1)
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share evidencing five ordinary shares of First Pacific Company Limited.	50,000,000 American Depositary Shares	\$.05

(1) 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 Receipts evidencing American Depositary Shares.

As permitted by Rule 429 under the Securities Act of 1933, the Prospectus included in this Registration Statement also relates to the Depositary Shares registered under Registration Statement on Form F-6 (No. 33-32305) previously filed by the registrant.

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit (1) to this Registration Statement, which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. Description of the Securities to be Registered

CROSS REFERENCE SHEET

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,
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt - corner
(ii) The procedure for voting, if any, the deposited securities	Paragraphs (17), (18) and (20)

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(iii)	The collection and distribution of dividends	Paragraphs (4), (14), (15), (17) and
(iv)	The transmission of notices, reports and proxy soliciting material	Paragraphs (9), (10), (13), (17), (18)
(v)	The sale or exercise of rights	Paragraph (15), (16), (17) and (20)
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (14), 15, (17), (19) and (
(vii)	Amendment, extension or termination of the Deposit Agreement	Paragraphs (22) and (23)
(viii)	Rights of holders of receipts to inspect the transfer books of the Depositary and the list of holders of receipts	Paragraph (13)
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (2), (3), (4), (5), (6) (1

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Item Number and Caption -----	Location in Form of American Depositary Receipt Filed Herewith as Prospectus -----
(x) Limitation upon the liability of the Depositary	Paragraphs (16), (20) and (22)
(3) Fees and Charges	Paragraph (7) and (8)

Item 2. Available Information

Item Number and Caption -----	Location in Form of American Depositary Receipt Filed Herewith as Prospectus -----
2(a) Statement that First Pacific Company Limited furnishes 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 and documents can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.	Paragraph (13)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Exhibits

\* (1) Form of Deposit Agreement (including the form of American Depositary Receipt), dated as November 28, 1989, as amended and restated as of May 2, 1997, among First Pacific Company Limited (the "Issuer"), The Bank of New York, as Depositary (the "Depositary"), and each Owner and holder from time to time of American Depositary Receipts ("ADRs") issued thereunder.

(4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.

(5) Certification under Rule 466.

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 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) The Depositary hereby undertakes to notify each registered holder of an ADR at least thirty days before any change in the fee schedule.

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\* Incorporated by reference to Form F-6 Registration Statement No. 33-32305 filed by the Registrant with the Commission

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The Bank of New York, on behalf of the legal entity created by the Deposit Agreement, dated as November 28, 1989, as amended and restated as of May 2, 1997, among First Pacific Company Limited, The Bank of New York, as Depositary, and each Owner and holder of an American Depositary Receipt 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on March 29, 2006.

By: THE BANK OF NEW YORK,  
as Depositary

By: \s\ U. Marianne Erlandsen

-----  
Name: U. Marianne Erlandsen  
Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, First Pacific Company Limited has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Bermuda on March 29, 2006.

First Pacific Company Limited

By: \s\ Mr. Albert F. del Rosario

-----  
Name: Mr. Albert F. del Rosario  
Title: Director & Authorized Representative  
in the United States

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities indicated on March 29, 2006.

Name	Title
----	-----
\s\ Mr. Anthoni Salim	Chairman
----- Mr. Anthoni Salim	
\s\ Mr. Manuel V. Pangilinan	Managing Director & CEO
----- Mr. Manuel V. Pangilinan	(Principal Executive Officer)
\s\ Joseph H.P. Ng	Executive Vice President, Group Finance
----- Joseph H.P. Ng	(Principal Financial and Accounting Officer)
\s\ Mr. Edward A. Tortorici	Director
----- Mr. Edward A. Tortorici	
	Director
----- Prof. Edward K.Y. Chen	
	Director
----- Mr. Graham L. Pickles	
	Director
----- Mr. David W. C. Tang	
\s\ Mr. Albert F. del Rosario	Director & Authorized Representative
----- Mr. Albert F. del Rosario	in the United States
	Director
----- Mr. Sutanto Djuhar	

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\s\ Mr. Tedy Djuhar Director

-----  
Mr. Tedy Djuhar

----- Director

Mr. Ibrahim Risjad

\s\ Mr. Benny S. Santoso Director

-----  
Mr. Benny S. Santoso

\s\ Mr. Robert C. Nicholson Director

-----  
Mr. Robert C. Nicholson

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INDEX TO EXHIBITS

Exhibit

Number

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- (4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.
- (5) Certification under Rule 466.

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