

TORM A/S  
Form F-6 POS  
November 23, 2012

As filed with the U.S. Securities and Exchange Commission on November 23, 2012  
Registration No. 333-83560

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 4  
TO  
FORM F-6  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts of

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TORM A/S  
(Exact name of issuer of deposited securities as specified in its charter)

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

Kingdom of Denmark  
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS  
(Exact name of depository as specified in its charter)

60 Wall Street, New York, New York 10005  
(212) 250-9100  
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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

Copies to:  
Deutsche Bank Trust Company Americas  
60 Wall Street  
New York, New York 10005  
(212) 250-9100

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 (1) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|-------------------------|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ten common shares of Torm A/S | n/a                     | n/a   | n/a   | n/a                        |

- (1) Each unit represents one American Depositary Share.
  - (2) 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.
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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 the Post-Effective Amendment No. 4 to Registration Statement, as amended, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item a). DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of Receipt<br>Filed Herewith as Prospectus |
|--|---|
| 1. Name and address of depository  | Introductory Article  |
| 2. Title of American Depositary Receipts and identity of deposited securities  | Face of Receipt, top center                                 |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts                           | Face of Receipt, upper right corner                         |
| (ii) The procedure for voting, if any, the deposited securities  | Articles 14, 15, 17 and 18                                  |
| (iii) The collection and distribution of dividends   | Articles 6, 13, 14, 17 and 18                               |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles 12, 14, 15, 17 and 18                              |
| (v) The sale or exercise of rights   | Articles 13, 14, 17 and 18                                  |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Articles 13, 14, 16, 17 and 18                              |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Articles 20 and 21  |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Article 12  |
|  | Articles 2, 3, 4, 5, 6, 7, 8 and 23                         |

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(ix) Restrictions upon the right to deposit or withdraw the underlying securities

(x) Limitation upon the liability of the depositary      Articles 17, 18, 19 and 21

3.            Fees and Charges    Articles 9 and 23

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Item b). AVAILABLE INFORMATION

| Item Number and Caption                | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Public reports furnished by issuer | Article 12   |

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 inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at 100 F Street, NE, Washington, DC 20549, and at the principal executive office of the Depositary.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Deposit Agreement. Deposit Agreement dated as of February 27, 2002, by and among Aktieselskabet Dampskibsselskabet Torm (the "Company"), Deutsche Bank Trust Company Americas (formerly Bankers Trust Company), as depository (the "Depository"), and all Holders and Beneficial Owners from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed.
- (a)(2) Post-Effective Amendment No. 1 to Deposit Agreement. Post-Effective Amendment No. 1 to the Deposit Agreement dated as of April 4, 2002. Previously filed.
- (a)(3) Form of Post-Effective Amendment No. 2 to Deposit Agreement. Previously filed.
- (a)(4) Form of Post-Effective Amendment No. 3 to Deposit Agreement. Included 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 counsel to the Depository as to the legality of the securities being registered. Previously filed.
- (e) Certification under Rule 466. Included 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.

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 disclosed in the prospectus, the Depository 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 Depository undertakes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, acting solely and on behalf of the legal entity created by the Deposit Agreement, dated as of February 27, 2002, as amended, by and among the Company, Deutsche Bank Trust Company Americas and all Holders and Beneficial Owners from time to time of the 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 Post-Effective Amendment No. 3 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York City, New York, on November 23, 2012.

Legal entity created by the agreement for the  
issuance of American Depositary Receipts for  
registered shares of TORM A/S

By: Deutsche Bank Trust  
Company Americas,  
As Depositary

By: /s/ Christopher Konopelko  
Name: Christopher Konopelko  
Title: Director

By: /s/ James Kelly  
Name: James Kelly  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 No. 4 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Copenhagen, Denmark on November 23, 2012.

TORM A/S

By: /s/ Roland M.  
Andersen  
Name: Roland M. Andersen  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 4 to Registration Statement on Form F-6 was signed by the following persons in the capacities indicated on November 23, 2012.

By: /s/ Jacob Meldgaard \*  
Name: Jacob Meldgaard  
Title: Chief Executive Officer

By: /s/ Roland M. Andersen \*  
Name: Roland M. Andersen  
Title: Chief Financial Officer

By: /s/ Niels Erik Nielsen \*  
Name: Niels Erik Nielsen  
Title: Chairman of the Board

By: /s/ Christian Frigast \*  
Name: Christian Frigast  
Title: Deputy Chairman of the Board

By: /s/ Jesper Jarlbæk \*  
Name: Jesper Jarlbæk  
Title: Director

By:  
Name: Kari Millum Gardanar  
Title: Director

By:  
Name: Rasmus Johannes Hoffmann  
Title: Director

\* By: /s/ Gary J. Wolfe  
Name: Gary J. Wolfe  
Title: Power of Attorney





AUTHORIZED UNITED STATES REPRESENTATIVE

Pursuant to the requirement of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative of TORM A/S in the United States has signed this Post-Effective Amendment No. 4 to Registration Statement on Form F-6 in the City of Newark , State of Delaware , on November 23, 2012.

By: /s/ Donald J.  
Puglisi  
Name: Donald Puglisi  
Title: Managing Director