

COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO-SABESP

Form F-6

January 11, 2013

As filed with the Securities and Exchange Commission on January 11, 2013

Registration No. 333-

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**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

of

**COMPANHIA DE SANEAMENTO BÁSICO DO ESTADO DE SÃO PAULO-SABESP**

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

*Basic Sanitation Company of the State of São Paulo-SABESP*

(Translation of issuer's name into English)

FEDERATIVE REPUBLIC OF BRAZIL

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 11th Floor**

**New York, New York 10286**

**(212) 495-1784**

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

**Copies to:**

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

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	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	Amount of registration fee
<b>American Depositary Shares, each American Depositary Share representing Common Shares of Companhia de Saneamento Básico</b>	200,000,000 American Depositary Shares	\$5.00	\$10,000,000	\$1,364.00

**do Estado de São Paulo-SABESP**

<sup>1</sup> 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.**

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-86118).

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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Filed Herewith as Prospectus</u>	<u>Location in Form of Receipt</u>
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Item - 1. Description of Securities to be Registered

1. Name and address of depository Introductory Article

2. Title of American Depositary Receipts and Face of Receipt, top center  
identity of deposited securities

Terms of Deposit:

- |                                                                                                   |                                             |
|---------------------------------------------------------------------------------------------------|---------------------------------------------|
| (i) The amount of deposited securities represented<br>by one unit of American Depositary Receipts | Face of Receipt, upper right corner         |
| (ii) The procedure for voting, if any,<br>the deposited securities                                | Articles number 15, 16 and 18               |
| (iii) The collection and distribution of<br>dividends                                             | Articles number 4, 12, 13, 14,<br>15 and 18 |
| (iv) The transmission of notices, reports<br>and proxy soliciting material                        | Articles number 11, 15, 16,<br>17 and 18    |
| (v) The sale or exercise of rights                                                                | Articles number 13, 14, 15                  |

and 18

- |                                                                                                                                |                                                |
|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| (vi) The deposit or sale of securities<br>resulting from dividends, splits<br>or plans of reorganization                       | Articles number 12, 13, 14, 15,<br>17 and 18   |
| (vii) Amendment, extension or termination<br>of the deposit agreement                                                          | Articles number 20 and 21                      |
| (viii) Rights of holders of Receipts to inspect<br>the transfer books of the depositary and<br>the list of holders of Receipts | Article number 11                              |
| (ix) Restrictions upon the right to deposit<br>or withdraw the underlying securities                                           | Articles number 2, 3, 4, 5, 6,<br>8, 14 and 22 |
| (x) Limitation upon the liability<br>of the depositary                                                                         | Articles number 14, 18, 19 and 21              |
| 3. Fees and Charges                                                                                                            | Articles number 7 and 8                        |

Item - 2. Available Information

Public reports furnished by issuer	Article number 11
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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

a. Form of Deposit Agreement dated as of May 9, 2002, as amended and restated as of \_\_\_\_\_, 2013, among Companhia de Saneamento Básico do Estado de São Paulo–SABESP, The Bank of New York Mellon as Depositary, and all Owners and holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b. Letter agreement among Companhia de Saneamento Básico do Estado de São Paulo–SABESP and The Bank of New York Mellon (formerly known as The Bank of New York) relating to pre-release activities. - Filed herewith as Exhibit 2.

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) and (b) above.

d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed herewith as Exhibit 4.

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 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 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 ADS thirty 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 the City of New York, State of New York, on January 11, 2013.

Legal entity created by the agreement for the issuance of American Depositary Shares for Common Shares of Companhia de Saneamento Básico do Estado de São Paulo–SABESP.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director



Pursuant to the requirements of the Securities Act of 1933, Companhia de Saneamento Básico do Estado de São Paulo–SABESP has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of São Paulo, Brazil on January 11, 2013.

**Companhia de Saneamento Básico do Estado de São Paulo–SABESP**

By: /s/ Rui de Britto Álvares Affonso

Name: Rui de Britto Álvares Affonso

Title: Chief Financial Officer and Investor Relations Officer

By: /s/ Dilma Seli Pena

Name: Dilma Seli Pena

Title: Director and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Dilma Seli Pena, Rui de Britto Álvares Affonso and Mara Maria Marcondes França, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, 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 January 11, 2013.

/s/ Edson de Oliveira Giriboni  
Edson de Oliveira Giriboni  
Chairman

/s/ Rui de Britto Álvares Affonso  
Rui de Britto Álvares Affonso  
Chief Financial Officer and Investor Relations Officer

/s/ Dilma Seli Pena  
Dilma Seli Pena  
Director and Chief Executive Officer

/s/ Nara Maria Marcondes França  
Nara Maria Marcondes França  
Chief Accounting Officer

/s/ Walter Tesch

Andrea Sandro Calabi  
Director

Walter Tesch  
Director

/s/ Alberto Goldman  
Alberto Goldman  
Director

/s/ Heraldo Gilberto de Oliveira  
Heraldo Gilberto de Oliveira  
Director

/s/ Jerônimo Antunes  
Jerônimo Antunes  
Director

/s/ Reinaldo Guerreiro  
Reinaldo Guerreiro  
Director

/s/ Alexander Bialer  
Alexander Bialer  
Director

AUTHORIZED U.S.  
REPRESENTATIVE

PUGLISI & ASSOCIATES  
as Authorized U.S.  
Representative

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

INDEX TO EXHIBITS

Exhibit

Number Exhibit

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