

LUXOTTICA GROUP SPA
Form F-6
March 29, 2006

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

**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**

LUXOTTICA GROUP S.p.A.

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

N/A

(Translation of issuer's name into English)

Italy

(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, New York 10005
(212) 250-9100

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

Michael A. Boxer, Esq.
Senior Vice President / General Counsel
Luxottica U.S. Holdings Corp.
44 Harbor Park Drive
Port Washington, New York 11050
(516) 484-3800

(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 601 immediately upon filing.
466:

o on (Date) at (Time)

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

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one Ordinary Share of LUXOTTICA GROUP S.p.A. | 100,000,000 | \$0.05 | \$5,000,000 | \$535 |

* Each unit represents one American Depositary Share.

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

This Registration Statement 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**

PROSPECTUS

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

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt (“Receipt”) Filed Herewith as Prospectus</u> |
|--|---|
| 1. Name of depositary and address of its principal executive office | Face of Receipt, Introductory article and bottom center |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt, Top center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depositary Share | Face of Receipt, Upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Paragraphs (15), (16) and (18) |
| (iii) The collection and distribution of dividends | Paragraphs (4), (12), (13), (15) and (18) |
| (iv) The transmission of notices, reports and proxy soliciting material | Paragraphs (11), (15), (16) and (18) |
| (v) The sale or exercise of rights | Paragraphs (13), (14), (15) and (18) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (12), (13), (15), (17) and (18) |
| (vii) Amendment, extension or termination of the deposit arrangements | Paragraphs (20) and (21) (no provision for extensions) |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Paragraph (11) |

| | | |
|------|--|--|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (2), (3), (4), (5), (6), (8) and (22) |
|------|--|--|

- | | | |
|-----|--|--------------------------------------|
| (x) | Limitation upon the liability of the depository | Paragraphs (14), (18), (19) and (21) |
| 3. | Fees and charges which may be imposed directly or indirectly against holders of Receipts | Paragraphs (7) and (8) |

Item 2. AVAILABLE INFORMATION

Paragraph (11)

Statement that Luxottica Group S.p.A. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Amended and Restated Deposit Agreement, dated as of March , 2006, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the “Depositary”), and all Owners and holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). - Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary 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 Depositary and the Company in effect at any time within the last three years. - Not Applicable.
- (d) Opinion of counsel to the Depositary as to the legality of the securities being registered. - Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. - Not Applicable.
- (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 Depositary hereby undertakes to make available at the principal office of the Depositary 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 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 disclosed in the prospectus, the Depositary under-takes 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 under-takes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary, and all Owners and holders from time to time of American Depositary Shares evidenced by American Depositary Receipts 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 on March 28, 2006.

Legal entity created by the form of Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares

Deutsche Bank Trust Company Americas,
solely in its capacity as Depositary

By: /s/Tom Murphy
Name: Tom Murphy
Title: Vice President

By: /s/Clare Benson
Name: Clare Benson
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Luxottica Group S.p.A. 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 Milan, Italy on March 28, 2006.

LUXOTTICA GROUP S.p.A.

By: /s/ Enrico Cavatorta

Name: Enrico Cavatorta
Title: Chief Financial Officer

/s/Claudio Del Vecchio Director
Claudio Del Vecchio

/s/Sergio Erede Director
Sergio Erede

/s/Sabina Grossi Director
Sabina Grossi

/s/Gianni Mion Director
Gianni Mion

/s/Lucio Rondelli Director
Lucio Rondelli

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES OF THE REGISTRANT

Pursuant to the requirements of the United States Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Luxottica Group S.p.A., has signed this Registration Statement on March 28, 2006.

By: /s/Michael A. Boxer
Name: Michael A. Boxer
Title: Authorized Representative

INDEX TO EXHIBITS

Exhibit Number

(a) Amended and Restated Deposit Agreement, dated as of March 28, 2006, by and among the Company, the Depositary, and all Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder.

(d) Opinion of counsel to the Depositary as to the legality of the securities to be registered.
