

ADVANTEST CORP  
Form F-6 POS  
April 22, 2016

As filed with the U.S. Securities and Exchange Commission on April 22, 2016  
Registration No. 333-13886

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts

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

Advantest Corporation  
(Translation of issuer's name into English)

Japan  
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.  
(Exact name of depository as specified in its charter)

4 New York Plaza, New York, New York 10004  
Telephone (800) 990-1135  
(Address, including zip code, and telephone number, including area code , of depository's principal executive offices)

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Advantest America, Inc  
Attention: Accounting and Finance Department  
3061 Zanker Road,  
San Jose, California 95134  
(408) 456-3600

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

Copy to :

Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, Suite 2405  
New York, New York 10022  
(212) 319-7600

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 one share of Common Stock of Advantest Corporation | 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.

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 form of Amended and Restated Deposit Agreement filed as Exhibit (a ) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of ADR<br>Filed Herewith as Prospectus         |
|--|---|
| (1) Name and address of Depositary   | Face, introductory paragraph and final sentence on face         |
| (2) Title of American Depositary Receipts and identity of deposited securities                                   | Face, top center and introductory paragraph                     |
| Terms of Deposit:  |   |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                         | Face, upper right corner and introductory paragraph             |
| (ii) Procedure for voting, if any, the deposited securities  | Reverse, paragraph (12)   |
| (iii) Collection and distribution of dividends   | Face, paragraphs (4), (5) and (7); Reverse, paragraph (10)      |
| (iv) Transmission of notices, reports and proxy soliciting material  | Face, paragraphs (3) and (8); Reverse, paragraph (12)           |
| (v) Sale or exercise of rights   | Face, paragraphs (4) and (5); Reverse, paragraph (10)           |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Face, paragraphs (4) and (5); Reverse, paragraphs (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Reverse, paragraphs (16) and (17) (no provision for extension)  |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs | Face, paragraph (3)   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                | Face, paragraphs (1), (2), (4), and (5)                         |

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|-----|---|-------------------------|
| (x) | Limitation upon the liability of the Depositary | Reverse, paragraph (14) |
| (3) | Fees and Charges                                | Face, paragraph (7)     |
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Item 2. AVAILABLE INFORMATION

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (a) Statement that upon effectiveness of the termination of Advantest Corporation's (the "Company") reporting requirements under the Exchange Act, the Company will publish information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Securities Exchange Act of 1934 on its Internet Web site ( <a href="http://www.advantest.com">www.advantest.com</a> ) or through an electronic information delivery system generally available to the public in its primary trading market. | Face, paragraph (8)  |

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2016 among Advantest Corporation, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the form of American Depositary Receipt, is filed
- (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 issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) \_\_\_\_\_ Certification under Rule 466. Filed herewith as Exhibit (e).

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 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 American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to 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 April 21, 2016.

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

By: JPMORGAN CHASE BANK, N.A.,  
as Depositary

By: /s/ Gregory A. Levendis  
Name: Gregory A. Levendis  
Title: Executive Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Advantest Corporation 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on April 21, 2016.

ADVANTEST CORPORATION

|        |   |
|--------|---|
| By:    | /s/ Shinichiro Kuroe                          |
| Name:  | Shinichiro Kuroe                              |
| Title: | Representative Director, President<br>and CEO |

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Shinichiro Kuroe his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on April 21, 2016 , in the capacities indicated.

SIGNATURES

| Signature                                  | Title   |
|--|---|
| /s/ Shinichiro Kuroe<br>Shinichiro Kuroe   | Representative Director, President and CEO          |
| /s/ Osamu Karatsu<br>Osamu Karatsu         | Director  |
| /s/ Seiichi Yoshikawa<br>Seiichi Yoshikawa | Director  |
| /s/ Sae Bum Myung<br>Sae Bum Myung         | Director  |
| /s/ Hiroshi Nakamura<br>Hiroshi Nakamura   | Director (Principal Financial & Accounting Officer) |
| /s/ Yoshiaki Yoshida<br>Yoshiaki Yoshida   | Director  |
| /s/ Yuichi Kurita<br>Yuichi Kurita         | Director  |
| /s/ Megumi Yamamuro<br>Megumi Yamamuro     | Director  |
| /s/ Yasushige Hagio<br>Yasushige Hagio     | Director  |

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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Advantest Corporation, has signed this Post-Effective Amendment to Registration Statement on Form F-6 on April 21, 2016.

Authorized U.S. Representative

By: /s/Douglas Lefever  
Name: Douglas Lefever

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INDEX TO EXHIBITS

Exhibit  
Number

- (a) Form of Amended and Restated Deposit Agreement.
- (e) Rule 466 Certification