

GRAVITY Co., Ltd.
Form F-6
January 20, 2005

As filed with the Securities and Exchange Commission on January 20, 2005. Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

GRAVITY CO., LTD.

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

N/A

(Translation of issuer's name into English)

Republic of Korea

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

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One Wall Street New York, N.Y. 10286

(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, New York 10286

(212) 495-1784

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

Copies to:

Peter B. Tisne, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3010

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 | Amount to be registered | Proposed maximum aggregate price per | Proposed maximum | Amount of registration |
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|

| Securities to be registered | | unit ⁽¹⁾ | aggregate offering price ⁽¹⁾ | fee |
|--|----------------------------|---------------------|---|----------|
| American Depositary Shares representing common shares of GRAVITY Co., Ltd. | 50,000,000 | | | |
| | American Depositary Shares | \$5.00 | \$2,500,000 | \$316.75 |

(1)

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.

EMM-768165_1

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.

EMM-768165_1

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u> | <u>Location in Form of Receipt Filed Herewith as Prospectus\</u> |
|--|--|
| 1. | Introductory Article |
| Name and address of depository | |
| 2. | Face of Receipt, top center |
| Title of American Depositary Receipts and identity of deposited securities | |
| 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 number 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 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 number 11 |
| (ix) Restrictions upon the right to deposit or withdraw underlying securities | Articles number 2, 3, 4, 5, 6 and 8 |

(x) Limitation upon the liability 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 _____, 2005, among GRAVITY Co., Ltd., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued

thereunder. - Filed herewith as Exhibit 1.

b.

Form of letter from the Depositary to GRAVITY Co., Ltd. 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. Not applicable.

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 ADRs, 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 ADR 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 19, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for common shares of GRAVITY Co., Ltd..

By:

The Bank of New York,

As Depositary

By: /s/ Marianne Erlandsen

Marianne Erlandsen

Vice President

- # -

Pursuant to the requirements of the Securities Act of 1933, GRAVITY Co., Ltd. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Seoul, Republic of Korea, on January 20, 2005.

GRAVITY CO., LTD.

By: /s/ Richard Hyonkook Kim

Name: Richard Hyonkook Kim

Title: Joint Representative Director

and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Richard Hyonkook Kim his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her 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 said attorney full power to act, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorney may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or his 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 below by the following persons in the capacities indicated on January 20, 2005.

/s/ Jung Ryool Kim

Joint Representative Director

Jung Ryool Kim

/s/ Richard Hyonkook Kim

Joint Representative Director and

Richard Hyonkook Kim

Chief Executive Officer

(principal executive officer)

/s/ Yeon Ho Moon

Director and Chief Operating Officer

Yeon Ho Moon

/s/ Kwan Shik Seo

Director and Chief Financial Officer

Kwan Shik Seo

(principal financial and accounting officer)

Non-Standing Director

Sung Hee Lee

/s/ Eun Jong Lee

Non-Standing Director

Eun Jong Lee

/s/ Myung Whan Suh

Independent Director

Myung Whan Suh

/s/ David Woong-Jin Yoon

Independent Director

David Woong-Jin Yoon

PUGLISI & ASSOCIATES

Authorized Representative in the United States

By: /s/ Gregory F. Lavelle

Gregory F. Lavelle

Managing Director

- # -

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- | | |
|---|---|
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| 2 | Form of letter from the Depositary to GRAVITY Co., Ltd. relating to pre-release activities. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |

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