

BAYER AKTIENGESELLSCHAFT  
Form F-6 POS  
December 19, 2007

**As filed with the Securities and Exchange Commission on December 19, 2007. Registration No. 333-14266**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**BAYER AKTIENGESELLSCHAFT**

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

**N/A**

(Translation of issuer's name into English)

Federal Republic of Germany

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

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

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> 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.

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The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

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<br/>Filed Herewith as Prospectus</u> |
|--|---|
| 1.<br>Name and address of depository   | Introductory Article  |
| 2.<br>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                                 |

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- |  |   |
|--|---|
| (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, 18 and 25           |
| (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 depositary and the list of holders of Receipts | Article number 11                               |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6, 8, 22, 24 and 25 |
| (x) Limitation upon the liability of the depositary  | Articles number 14, 18, 19, 21 and 26           |

3. Fees and Charges Articles number 7 and 8

Item - 2.

Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2007 among Bayer Aktiengesellschaft, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. 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. See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed previously.

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 depositary shares, 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 depositary shares 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 December 19, 2007.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary bearer shares of Bayer Aktiengesellschaft.

By:

The Bank of New York,

As Depositary

By:

/s/ Keith G. Galfo

Name: Keith G. Galfo

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Bayer Aktiengesellschaft has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Leverkusen, Germany , on December 14, 2007.

**BAYER AKTIENGESELLSCHAFT**

By: /s/ Dr. Roland Hartwig

Name: Dr. Roland Hartwig

Title: General Counsel

Each person whose signature appears below hereby constitutes and appoints Dr. Manfred Schneider and Werner Wenning, and each of them severally, 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 each of said attorneys full power to act with or without the other, 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 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 or she 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 below by the following persons in the capacities indicated on December 18, 2007.

/s/ Mr. Werner Wenning

Chairman (principal executive officer)

Mr. Werner Wenning

/s/ Mr. Klaus Kühn

Director (principal financial and accounting officer)

Mr. Klaus Kühn

/s/ Dr. Wolfgang Plischke

Director

Dr. Wolfgang Plischke

/s/ Dr. Richard Pott

Director

Dr. Richard Pott

/s/ George Lykos

Authorized Representative in the United States

George Lykos

## INDEX TO EXHIBITS

### Exhibit

### Number

### Exhibit

|   |   |
|---|---|
| 1 | Form of Amended and Restated Deposit Agreement dated as of _____, 2007, among Bayer Aktiengesellschaft, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Shares issued thereunder. |
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