

BRASIL TELECOM HOLDING CO

Form F-6

September 04, 2009

**As filed with the Securities and Exchange Commission on September 4, 2009. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

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

**N/A**

(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, N.Y. 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, 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. ☐

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per</b>	<b>Proposed maximum</b>	<b>Amount of registration</b>
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Securities to be registered		unit <sup>(1)</sup>	aggregate offering price <sup>(1)</sup>	fee
American Depositary Shares representing preferred shares of Brasil Telecom Participações S.A.	100,000,000			
	American Depositary Shares	\$5.00	\$5,000,000	\$279.00

(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.**

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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.

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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 Filed Herewith as Prospectus</u>
1.  Name and address of depositary	Introductory Article
2.  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
(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 Article number 11  
of the depositary and the list of holders of Receipts

(ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6 and 8  
underlying securities

(x) Limitation upon the liability of the depositary Articles number 14, 18, 21 and 22

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 Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2009 among Brasil Telecom Participações S.A., 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.

Form of letter from The Bank of New York Mellon to Brazil Telecom Participações S.A 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 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.

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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 September 4, 2009.

Legal entity created by the agreement for the issuance of depositary shares representing preferred shares of Brasil Telecom Participações S.A..

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, Brasil Telecom Participações S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Rio de Janeiro, State of Rio de Janeiro, Brazil, on September 4, 2009.

**Brasil Telecom Participações S.A.**

By: /s/ Alex Waldemar Zornig

Name: Alex Waldemar Zornig

Title: Chief Financial Officer

By: /s/ Luiz Eduardo Falco Pires Corrêa

Name: Luiz Eduardo Falco Pires Corrêa

Title: Vice Chairman of the Board of Directors and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Alex Waldemar Zornig and Roberto Terziani, 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 September 4, 2009.

/s/ José Mauro Mettrau Carneiro da Cunha

Chairman of the Board of Directors

José Mauro Mettrau Carneiro da Cunha

/s/ Luiz Eduardo Falco Pires Corrêa

Vice Chairman of the Board of Directors and

Luiz Eduardo Falco Pires Corrêa

Chief Executive Officer

/s/ Alex Waldemar Zornig

Chief Financial Officer

Alex Waldemar Zornig

/s/ Piero Carbone

Chief Accounting Officer

Piero Carbone

/s/ João de Deus Pinheiro Macedo

Director

João de Deus Pinheiro Macedo

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Director

Julio Cesar Pinto

/s/ Donald J. Puglisi

Authorized Representative in the United States

Donald J. Puglisi

Managing Director

Puglisi & Associates

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- |   |  |
|---|--|
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| 2 | Form of letter from The Bank of New York Mellon to Brazil Telecom Participações S.A relating to pre-release activities. Filed herewith as Exhibit 2.   |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.   |