

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form F-6 POS

November 16, 2007

As filed with the Securities and Exchange Commission on November 16, 2007  
Registration No. 333-142718\*

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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, AS AMENDED, FOR AMERICAN DEPOSITARY SHARES  
EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS

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

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TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED  
(Translation of issuer's name into English)

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The Republic of China  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code,  
of depositary's principal executive offices)

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TSMC North America  
2585 Junction Avenue  
San Jose, California 95134 USA  
(408) 382-8000  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copies to:

Michael G. DeSombre, Esq.

Herman H. Raspe, Esq.

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Sullivan & Cromwell LLP  
Nine Queen's Road Central, 28th Floor  
Hong Kong

Patterson Belknap Webb & Tyler LLP  
1133 Avenue of the Americas  
New York, New York 10036  
(212) 336-2000

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It is proposed that this filing become effective under Rule 466:  
(check the appropriate box)

immediately upon filing.  
 on (Date) at (Time).

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

\* - This Post-Effective Amendment No. 1 to Form F-6 hereby also amends Registration Statement Nos. 333-7610, 333-9676, 333-11958, 333-14230, 333-123814 and 333-126397.

This Post-Effective Amendment No. 1 to Registration Statement on Form F-6 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.

PROSPECTUS

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 (a) (i) to this Post-Effective Amendment No. 1 to Registration Statement on Form F-6, which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption<br>-----                                    | Location in Form of American<br>Depositary Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|---|---|
| 1. Name of Depositary and address of its principal executive office | Face of Receipt - introductory paragraph  |
| 2. Title of Receipts and identity of deposited securities           | Face of Receipt - top center and introductory paragraph   |

Terms of Deposit:

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- |       |   |  |
|-------|---|--|
| (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                      | Reverse of Receipt - Paragraphs (18), (19) and (20).   |
| (iii) | The collection and distribution of dividends                                    | Face of Receipt - Paragraphs (2), (8) and (10);<br>Reverse of Receipt - Paragraphs (16) and (17) |
| (iv)  | The transmission of notices, reports and proxy-soliciting material              | Reverse of Receipt - Paragraphs (18) and (22).   |

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| Item Number and Caption<br>-----   | Location in Form of American<br>Depositary Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|--|---|
| (v) The sale or exercise of rights   | Face of Receipt - Paragraph (5), (8) and (10);<br>Reverse of Receipt - Paragraphs (16) and (17).        |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Face of Receipt - Paragraphs (4), (6), (8) and (10);<br>Reverse of Receipt - Paragraphs (17) and (21).  |
| (vii) Amendment, extension or termination the deposit agreement  | Reverse of Receipt - Paragraphs (16) and (27) (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 | Face of Receipt - Paragraph (22).   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Face of Receipt - Paragraphs (2), (3), (5), (6), (7), (8) and (10).                                     |
| (x) Limitation upon the liability of the Depositary  | Reverse of Receipt - Paragraph (22).  |
| 3. Fees and charges which may be imposed directly or indirectly on holders of Receipts                                   | Face of Receipt - Paragraph (9);<br>Reverse of Receipt - Paragraphs (19) and (20).                      |
| Item 2. AVAILABLE INFORMATION  | Face of Receipt - Paragraph (15).   |

Taiwan Semiconductor Manufacturing Company Limited (the "Company") is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as

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amended, and, accordingly, files or submits certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports and other information can be retrieved from the Commission's website (www.sec.gov), and can be inspected by holders of American Depositary Shares and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 3. EXHIBITS

(a) (i) Form of Amended and Restated Deposit Agreement, dated as of \_\_\_\_, 2007, by and among Taiwan Semiconductor Manufacturing Company Limited (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder. -- Filed herewith as Exhibit (a) (i).

(a) (ii) Amended and Restated Deposit Agreement, dated as of April 13, 2005, as further amended and restated as of November 30, 2005 among the Company, the Depository and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder.\*

(b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.

(c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three (3) years. -- None.

(d) Opinion of counsel for the Depository as to the legality of the securities to be registered.\*

(e) Certificate under Rule 466. -- None.

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company.\*

\* Previously filed and incorporated by reference to the Registration Statement on Form F-6 (Reg. No. 333-142718), filed with the Commission on May 8, 2007.

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##### Item 4. UNDERTAKINGS

(a) The Depository undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository 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 amount of fees charged is not disclosed in the prospectus, the

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Depository 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 Depository undertakes to notify each registered holder of a Receipt thirty (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, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Amended and Restated Deposit Agreement, by and among Taiwan Semiconductor Manufacturing Company Limited, Citibank, N.A., as depository, and all Holders and Beneficial Owners from time to time of American Depositary Shares 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 Post-Effective Amendment No. 1 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 the 16th day of November, 2007.

Legal entity to be created by the Amended and Restated Deposit Agreement, as amended and supplemented, for the issuance of American Depositary Shares issued thereunder, each American Depositary Share representing five (5) shares of common stock, par value NT \$10.00 per share, of Taiwan Semiconductor Manufacturing Company Limited.

CITIBANK, N.A., solely in its capacity as Depository

By: /s/ Emi Mak

-----  
Name: Emi Mak  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Taiwan Semiconductor Manufacturing Company Limited 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 No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Taipei, Taiwan, Republic of China on this 16th day of November, 2007.

Taiwan Semiconductor Manufacturing Company Limited

By: /s/ Lora Ho

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Name: Lora Ho  
Title: Vice President and Chief Financial  
Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on November 16, 2007.

| Signature<br>-----                   | Title<br>-----                                     |
|--------------------------------------|--|
| *<br>-----<br>Morris Chang           | Chairman   |
| *<br>-----<br>F.C. Tseng             | Director and Vice Chairman                         |
| *<br>-----<br>Rick Tsai              | Director, President and Chief<br>Executive Officer |
| *<br>-----<br>Chintay Shih           | Director   |
| *<br>-----<br>Stan Shih              | Director   |
| -----<br>Lester Carl Thurow          | Director   |
| -----<br>Sir Peter Leahy Bonfield    | Director   |
| -----<br>Carleton (Carly) S. Fiorina | Director   |

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/s/ Lora Ho Vice President, Chief Financial

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-----  
Lora Ho

Officer and Spokesperson

\*  
-----  
Jessica Chou

Chief Accounting Officer or  
Controller

\* By: /s/ Lora Ho  
-----  
Lora Ho  
Attorney-in-fact

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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF

TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Taiwan Semiconductor Manufacturing Company Limited, has signed this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 on the 16th day of November, 2007.

TSMC NORTH AMERICA

By: /s/ Naomi Obinata  
-----  
Name: Naomi Obinata  
Title: Deputy Director

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Index to Exhibits

| Exhibit | Document                                       | Sequentially<br>Numbered Page |
|---------|--|-------------------------------|
| -----   | -----  | -----                         |
| (a) (i) | Form of Amended and Restated Deposit Agreement |                               |