

ENI SPA  
Form F-6  
January 10, 2012

**As filed with the Securities and Exchange Commission on January 10, 2012. 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

**ENI S.p.A.**

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

**N/A**

(Translation of issuer's name into English)

Republic of Italy

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(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)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 11<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:

**Brian D. Oberfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

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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<b>Securities to be registered</b>		<b>unit <sup>(1)</sup></b>	<b>aggregate offering price (2)</b>	<b>fee</b>
American Depositary Shares representing ordinary shares of ENI S.p.A.	100,000,000			
	American Depositary Shares	\$5.00	\$5,000,000	\$573.00

(1)

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

(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 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.

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 Paragraph
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	Paragraphs number 13
(iii) The collection and distribution of dividends	Paragraphs number 4, 5, 7 and 10

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(iv) The transmission of notices, reports and proxy soliciting material	Paragraphs number 3, 8 and 13
(v) The sale or exercise of rights	Paragraphs number 4, 5 and 10
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs number 4, 5, 10 and 14
(vii) Amendment, extension or termination of the deposit agreement	Paragraphs number 17 and 18
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Paragraph number 3
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs number 1, 2, 4 and 5
(x) Limitation upon the liability of the depository	Paragraph number 15
3. Fees and Charges	Paragraph number 7

### Item - 2.

#### Available Information

Public reports furnished by issuer	Paragraph number 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 \_\_\_\_\_, 2012 among Eni S.p.A., The Bank of New York Mellon, as Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of letter from The Bank of New York Mellon to Eni S.p.A. dated \_\_\_\_\_, 2012 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 January 10, 2012.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Eni S.p.A.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Robert W. Goad

Name: Robert W. Goad

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Eni S.p.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Rome, Italy, on January 10, 2012.

**Eni S.p.A.**

By: /s/ Paolo Scaroni  
Paolo Scaroni

Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Paolo Scaroni and Alessandro Bernini, 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 January 10, 2012.



/s/ Giuseppe Recchi

Chairman

Giuseppe Recchi

/s/ Paolo Scaroni

Managing Director and Chief Executive Officer Paolo Scaroni

Paolo Scaroni (principal executive officer)

/s/ Allesandro Bernini

Chief Financial Officer

Allesandro Bernini

(principal financial and accounting officer)

/s/ Carlo Cesare Gatto

Director

Carlo Cesare Gatto

/s/ Alessandro Lorenzi

Director

Alessandro Lorenzi

/s/ Paolo Marchioni

Director

Paolo Marchioni

/s/ Roberto Petri

Director

Roberto Petri

/s/ Alessandro Profumo

Director

Alessandro Profumo

/s/ Mario Resca

Director

Mario Resca

/s/ Francesco Taranto

Director

Francesco Taranto

/s/ Pasquale Salzano

Authorized Representative in the United States

Pasquale Salzano

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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 Eni S.p.A. dated _____, 2012 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.  |

