

SCOR  
Form F-6 POS  
December 08, 2003

As filed with the Securities and Exchange Commission on December 8, 2003

Registration No. 333-05684

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO THE**  
**FORM F-6**  
**REGISTRATION STATEMENT**  
under  
**THE SECURITIES ACT OF 1933**

For Depository Shares Evidenced by American Depositary Receipts

of

**SCOR**

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

**N/A**

(Translation of issuer's name into English)

**FRANCE**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depository as specified in its charter)

One Wall Street New York, N.Y. 10286  
(212) 495-1727

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

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**Christopher R. Sturdy**  
**The Bank of New York**  
**101 Barclay Street, 22nd Floor**

**New York, New York, 10286**

**(212) 815-2095**

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

**Copies to:**  
**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**

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**120 Broadway  
New York, New York 10271  
(212) 238-3010**

**For Further Information Contact:**

**Christopher R. Sturdy  
The Bank of New York  
ADR Department  
101 Barclay Street, 22nd Floor**

**New York, New York, 10286**

**(212) 815-2095**

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 Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the 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<br/>Filed Herewith as Prospectus</u> |
|---|---|
| 1. Name and address of depository   | Introductory Article  |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities                   |   |
| Terms of Deposit:   |   |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | 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, 14, 15 and 18                                |
| (iv) The transmission of notices, reports and proxy soliciting material   | Articles number 11, 15, 16, 17, 18 and 22                           |
| (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, 14, 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 the underlying securities   | Articles number 2, 3, 4, 5, 6 and 8                                 |
| (x) Limitation upon the liability of the depository   | Articles number 13, 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 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of October 8, 1996, as amended and restated as of \_\_\_\_\_, 2003, among Scor, 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.

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. - Previously Filed.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

f.

Power of Attorney. Filed herewith as Exhibit 6.

Item - 4.

Undertakings

Previously filed.

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 Post-Effective Amendment No. 1 to the 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 8, 2003.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares, nominal value 1.00 Euro each, of Scor.

By:

The Bank of New York,  
As Depositary

By: /s/ Vincent J. Cahill, Jr.

Name: Vincent J. Cahill, Jr.

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, SCOR has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on December 8, 2003.

SCOR

By: /s/ Denis Kessler  
Denis Kessler

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on December 8, 2003.

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/s/ Denis Kessler

Denis Kessler  
Chairman and Chief Executive Officer  
(principal executive officer)

\* \_\_\_\_\_

John T. Andrews, Jr.  
Authorized U.S. Representative

\_\_\_\_\_  
Jean Baligand

Vice Chairman and Director

\* \_\_\_\_\_

Maurice Toledano

Chief Accounting Officer  
(principal accounting officer)

\* \_\_\_\_\_

Daniel Lebègue  
Director

\* \_\_\_\_\_

François Terrén  
Chief Financial Officer

(principal financial officer)

\* \_\_\_\_\_

André Lévy-Lang  
Director

\* \_\_\_\_\_

Claude Tendil  
Director

\* \_\_\_\_\_

Jean-Claude Seys  
Director

\* \_\_\_\_\_

Yvon Lamontagne  
Director

\_\_\_\_\_  
Carlo Acutis  
Director

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Herbert Schimetscheck  
Director

/s/ Daniel Havis  
Daniel Havis  
Director

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Jean Simonnet  
Director

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Allan Chapin  
Director

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Antonio Borges  
Director

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Daniel Valot  
Director

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Michèle Aronvald  
Director

\*By: /s/ Arnaud Chneiweiss  
Name: Arnaud Chneiweiss

Title: Attorney-in-Fact

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Exhibit

Letter

Exhibit

- |   |   |
|---|---|
| 1 | Form of Deposit Agreement dated as of October 8, 1996, as amended and restated as of _____, 2003, among Scor, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. |
| 4 | Previously filed.   |
| 5 | Certification under Rule 466.   |
| 6 | Power of Attorney.  |