

PETROBRAS INTERNATIONAL FINANCE CO
Form 8-A12B
February 02, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-15106

Commission File Number 333-14168

**PETRÓLEO BRASILEIRO S.A.
PETROBRAS**

**PETROBRAS INTERNATIONAL FINANCE
COMPANY**

(Exact name of registrant as specified in its charter)

(Exact name of registrant as specified in its charter)

**BRAZILIAN PETROLEUM CORPORATION
PETROBRAS**

Not Applicable

(Translation of registrant's name into English)

(Translation of registrant's name into English)

**FEDERATIVE REPUBLIC OF BRAZIL
(Jurisdiction of Incorporation
or Organization)**

**CAYMAN ISLANDS
(Jurisdiction of Incorporation
or Organization)**

**Avenida República do Chile, 65
20035-900 Rio de Janeiro RJ,
Brazil
(55-21) 3224-4477**

**4th Floor, Harbour Place
103 South Church Street
P.O. Box 1034GT BWI
George Town, Grand Cayman
Cayman Islands**

(Address of principal executive offices)

(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

the following box. p

Securities Act registration statement file numbers to which this form relates: **333-163665-01**

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

5.375% Global Notes due 2021

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrants Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information under the heading Description of Debt Securities on pages 8 through 23 of Petrobras International Finance Company s (the Company or PifCo) Prospectus dated December 11, 2009 (Registration Statement No. 333-163665-01), as supplemented by the information under the headings Risk Factors Risks Relating to PifCo s Debt Securities and Description of the Notes on pages S-15 through S-16 and S-20 through S-31, respectively, of the Company s related Prospectus Supplement, dated January 20, 2011, which information is incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

99 (A). Prospectus, dated December 11, 2009, and Prospectus Supplement, dated January 20, 2011, incorporated by reference to the Company s filing under Rule 424(b)(2), dated January 21, 2011.

99 (B). Form of 5.375% Global Note due 2021 incorporated by reference to Exhibit 4.6 of the Report on Form 6-K of the Company filed on January 27, 2011.

99 (C). Indenture among the Company and The Bank of New York Mellon (the Trustee) dated as of December 15, 2006, incorporated by reference to Exhibit 4.8 of the Registration Statement on Form F-3 of the Company filed on December 11, 2009 (Registration No. 333-163665-01).

99 (D). Sixth Supplemental Indenture among the Company, Petr leo Brasileiro S.A. Petrobras (Petrobras) and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.5 of the Report on Form 6-K of the Company filed on January 27, 2011.

99 (E). Guaranty for the 2021 Notes among Petrobras and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.4 of the Report on Form 6-K of the Company filed on January 27, 2011.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

PETRÓLEO BRASILEIRO S.A. PETROBRAS
(Registrant)

By: /s/ Almir Guilherme Barbassa
Name: Almir Guilherme Barbassa
Title: Chief Financial Officer
and Chief Investor Relations Officer

By: /s/ Guilherme de Oliveira Estrella
Name: Guilherme de Oliveira Estrella
Title: Chief Exploration and Production
Officer

PETROBRAS INTERNATIONAL FINANCE
COMPANY
(Registrant)

By: /s/ Sérgio Túlio da Rosa Tinoco
Name: Sérgio Túlio da Rosa Tinoco
Title: Chief Financial Officer

By: /s/ Daniel Lima de Oliveira
Name: Daniel Lima de Oliveira
Title: Chief Executive Officer

Date: January 27, 2011

INDEX TO EXHIBITS

Exhibit No.	Exhibit
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99 (B).	Form of 5.375% Global Note due 2021 incorporated by reference to Exhibit 4.6 of the Report on Form 6-K of the Company filed on January 27, 2011.
99 (C).	Indenture among the Company and the Trustee dated as of December 15, 2006, incorporated by reference to Exhibit 4.8 of the Registration Statement on Form F-3 of the Company filed on December 11, 2009 (Registration No. 333-163665-01).
99 (D).	Sixth Supplemental Indenture among the Company, Petrobras and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.5 of the Report on Form 6-K of the Company filed on January 27, 2011.
99 (E).	Guaranty for the 2021 Notes among Petrobras and the Trustee, dated as of January 27, 2011, incorporated by reference to Exhibit 4.4 of the Report on Form 6-K of the Company filed on January 27, 2011.