

TEVA PHARMACEUTICAL INDUSTRIES LTD
Form F-6 POS
October 06, 2005

As filed with the Securities and Exchange Commission on October 6, 2005

Registration No.

333-116672

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts for Ordinary Shares of the Par Value of NIS 0.10
each

of

Teva Pharmaceutical Industries Limited

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

N/A

(Translation of issuer's name into English)

Israel

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary 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 depositary's principal executive offices)

The Bank of New York

ADR Division

One Wall Street, 29th 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.

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.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by previous Registration Statements on Form F-6 of the registrant (Regis. Nos. 333-100616 and 333-13212)

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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1.

Name and address of depositary

Introductory Article

2.

Title of American Depositary Receipts and

Face of Receipt, top center

identity of deposited securities

Terms of Deposit:

(i)

The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii)

The procedure for voting, if any,

Articles number 15, 16 and 18

the deposited securities

(iii)

The collection and distribution of

Articles number 4, 12, 13, 14

dividends

15 and 18

(iv)

The transmission of notices, reports

Articles number 11, 15, 16, 17

and proxy soliciting material

and 18

(v)

The sale or exercise of rights

Articles number 13, 14, 15

and 18

(vi)

The deposit or sale of securities

Articles number 12, 13, 14, 15,

resulting from dividends, splits

17 and 18

or plans of reorganization

(vii)

Amendment, extension or termination

Articles number 20 and 21

of the deposit agreement

(viii)

Rights of holders of Receipts to inspect

Article number 11

the transfer books of the depositary and

the list of holders of Receipts

(ix)

Restrictions upon the right to deposit

Articles number 2, 3, 4, 5, 6,

or withdraw the underlying securities

8, 13 and 22

(x)

Limitation upon the liability

Articles number 13, 18, 19 and 21

of the depositary

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 February 8, 1982, as amended on September 29, 1986, August 28, 1987, March 13, 1990, March 6, 1992, March 5, 1993 and April 13, 1993, as further amended and restated as of February 12, 1997, and as further amended and restated as of _____, 2005, among Teva Pharmaceutical Industries Limited, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Letter agreement dated as of _____, 2005 between Teva Pharmaceutical Industries Limited and The Bank of New York 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. - See (a) and (b) 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. 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 ADRs, 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 an ADR thirty days before any change in the fee schedule.

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 October 6, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares of the Par Value of NIS 0.10 each of Teva Pharmaceutical Industries Limited

The Bank of New York,

As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Teva Pharmaceutical Industries Limited 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 Petach Tikva, Israel on October 6, 2005.

TEVA PHARMACEUTICAL INDUSTRIES

LIMITED

By: /s/ Israel Makov

Name: Israel Makov

Title: President 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 October 6, 2005.

/s/ Eli Hurvitz

Eli Hurvitz
Chairman

/s/ George Barrett

George Barrett
Authorized U.S. Representative

/s/ Ruth Cheshin

Ruth Cheshin
Director

/s/ Israel Makov

Israel Makov

President and Chief Executive Officer
(Principal Executive Officer)

/s/ Abraham E. Cohen
Abraham E. Cohen
Director

/s/ Dan S. Suesskind
Dan S. Suesskind

Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ Leslie Dan
Leslie Dan
Director

/s/ Meir Heth
Meir Heth
Director

/s/ Moshe Many
Moshe Many
Director

/s/ Leora Meridor
Leora Meridor
Director

/s/ Max Reis
Max Reis
Director

/s/ Carlo Salvi
Carlo Salvi
Director

Michael Sela
Director

/s/ Dov Shafir
Dov Shafir

Director

/s/ Gabriela Shalev

Gabriela Shalev
Director

/s/ David Shamir

David Shamir
Director

/s/ Harold Snyder

Harold Snyder
Director

INDEX TO EXHIBITS

Exhibit

| <u>Letter</u> | <u>Exhibit</u> | <u>Page</u> |
|---------------|---|-------------|
| 1 | Form of Deposit Agreement dated as of February 8, 1982, as amended on September 29, 1986, August 28, 1987, March 13, 1990, March 6, 1992, March 5, 1993 and April 13, 1993, as further amended and restated as of February 12, 1997, and as further amended and restated as of _____, 2005 among Teva Pharmaceutical Industries Limited, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder | |
| 2 | Letter agreement dated as of _____, 2005 between Teva Pharmaceutical Industries Limited and The Bank of New York relating to pre-release activities. | |
| 4 | Previously filed. | |

