

Silicon Motion Technology CORP
Form F-6 POS
December 05, 2013

As filed with the Securities and Exchange Commission on December 5, 2013. Registration No. 333-125801

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

SILICON MOTION TECHNOLOGY CORPORATION

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

N/A

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

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)

The Bank of New York Mellon

ADR Division

One Wall Street, 11th 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. Obergfell, 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.

The prospectus consists of the proposed form of American Depositary Receipt (“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

Item Number and Caption

Location in Form of Receipt
Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of the depositary shares and identity of deposited securities

Face of Receipt, top center

Terms of Deposit:

- | | |
|---|---|
| (i) The amount of deposited securities represented by one unit of depositary receipts | Face of Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15 and 16 |
| (iii) The procedure for collection and distribution of dividends | Articles number 4, 6, 12, 13, 15 and 21 |
| (iv) The procedure for transmission of notices, reports and proxy soliciting material | Articles number 11, 15 and 16 |

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| | |
|--|---|
| (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, 13, 14, 15, 17 and 21 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 20 and 21 |
| (viii) Rights of holders of depositary receipts to inspect the transfer books of the depositary and the list of holders of depositary receipts | Article number 11 |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities | Articles number 2, 3, 4, 6, 8 and 21 |
| (x) Limitation upon the liability of the depositary | Articles number 14, 18 and 21 |

3. Fees and Charges Articles number 2, 3, 7, 8, 12 and 13

4. Describe fees paid and payment made by depositary to foreign private issuer, if any.

Item - 2. Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- Form of Amended and Restated Deposit Agreement dated as of _____, 2013 among Silicon Motion
- a. Technology Corporation, The Bank of New York Mellon, 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 thereby – 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. – Filed previously.
 - 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 receipts 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 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 5, 2013.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Silicon Motion Technology Corporation.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Silicon Motion Technology Corporation has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Taipei, Taiwan, on December 5, 2013.

Silicon Motion Technology Corporation

By: /s/ Wallace C. Kou

Wallace C. Kou

President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints James Chow and Wallace C. Kou, 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 December 5, 2013.

| Signature | Title |
|--------------------------------------|--|
| /s/ James Chow James Chow | Chairman of the Board of Directors |
| /s/ Wallace C. Kou Wallace C. Kou | President and Chief Executive Officer, Director and Authorized Representative in the United States (principal executive officer) |
| /s/ Riyadh Lai Riyadh Lai | Chief Financial Officer (principal financial and accounting officer) |
| /s/ Steve Chen Steve Chen | Director |
| /s/ Tsung-Ming Chung | Director |

Tsung-Ming Chung

/s/ Kenneth Kuan-Ming Lin Director
Kenneth Kuan-Ming Lin

/s/ Lien-Chun Liu Director
Lien-Chun Liu

/s/ Yung-Chien Wang Director
Yung-Chien Wang

INDEX TO EXHIBITS

Exhibit

Exhibit

Number

- 1 Form of Amended and Restated Deposit Agreement dated as of _____, 2013 among Silicon Motion Technology Corporation, The Bank of New York Mellon, as Depositary, and all Owners and Beneficial from time to time of American Depositary Receipts issued thereunder.

