

Edgar Filing: New Oriental Education & Technology Group Inc. - Form F-6 POS

New Oriental Education & Technology Group Inc.
Form F-6 POS
July 27, 2007

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As filed with the Securities and Exchange Commission on July 27, 2007

Registration No.333-136862

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 AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.
(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)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depository as specified in its charter)

60 Wall Street
New York, New York 10005
+1 212 250 9100

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

CT Corporation System
111 Eighth Avenue
New York, NY 10011
+1 212 664 1666

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

Copies to:

Francis Fitzherbert-Brockholes
White & Case LLP
5 Old Broad Street
London EC2N 1DW
+44 20 7532 1400

Z. Julie Gao
Latham & Watkins LLP
41st Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
+852 2522 7886

It is proposed that this filing become effective
under Rule 466:

[] immediately upon filing.
[] on (Date) at (Time)

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If a separate registration statement has been filed to register the deposited shares, check the following box: []

This Post-Effective Amendment No.1 to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I
INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("Receipt" or "American Depositary Receipt") included as Exhibits A and B to the Supplemental Deposit Agreement filed as Exhibit (a)(2) to this Post-Effective Amendment No.1 to Registration Statement on Form F-6, which form of American Depositary Receipt is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

ITEM NUMBER AND CAPTION	LOCATION IN FORM OF AMERICAN DEPOSITARY RECEIPT FILED HEREWITH AS PROSPECTUS
-----	-----
1. Name of depository and address of its principal executive office	Face of Receipt, Introductory Article
2. Title of Receipts and identity of deposited securities	Face of Receipt, Introductory Article
Terms of Deposit:	
(a) The amount of deposited securities represented by one American Depositary Share	Face of Receipt, Introductory Article upper right corner
(b) The procedure for voting, if any, the deposited securities	Reverse of Receipt, Article 15
(c) The collection and distribution of dividends	Reverse of Receipt, Article 13
(d) The transmission of notices, reports and proxy soliciting material	Face of Receipt, Article 12, Reverse of Receipt, Articles 14 and 15
(e) The sale or exercise of rights	Face of Receipt, Articles 2 and 6, Reverse of Receipt, Articles 13, 16 and 21
(f) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Reverse of Receipt, Articles 13 and 16

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|------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| (g) Amendment, extension or termination of the deposit arrangements | Reverse of Receipt, Articles 20 and 21 (no provision for extension) |
| (h) Rights of holders of Receipts to inspect the transfer books of the depository and the list

of holders of Receipts | Face of Receipt, Article 12 |
| (i) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt, Articles 2, 3 and 4 |
| (j) Limitation upon the liability of the depository | Face of Receipt, Articles 6 and 10, Reverse of Receipt, Articles 15, 16 17, 18 and 21 |
| 3. Fees and Charges | Face of Receipt, Article 9 |

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Item 2. AVAILABLE INFORMATION

New Oriental Education & Technology Group Inc. (the "Company") is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports and other information can be inspected and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 100 F Street, N.E., Washington D.C. 20549, at the principal executive office of the Depository (as defined below) and, where made available by the Commission, on the Commission's website (www.sec.gov).

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (1) Form of Deposit Agreement by and among the Company, Deutsche Bank Trust Company Americas as depository (the "Depository"), and all Holders of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Deposit Agreement"), including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A and B thereto. Previously filed as Exhibit (a) to Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.
- (a) (2) Supplemental Agreement to Deposit Agreement, dated as of June 5, 2007, between the Company and the Depository (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A and B thereto). Filed herewith as Exhibit (a) (2).
- (c) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depository and the Company in effect at any time within the last three years. Not Applicable.

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- (d) Opinion of White & Case, counsel to the Depositary, as to the legality of the securities being registered. Filed as Exhibit (d) to Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.
- (e) Certification under Rule 466. Not Applicable.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Filed with Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.

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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 American Depositary Receipts, 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 American Depositary Receipt 30 days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on July 27, 2007.

Legal entity created by the
Deposit Agreement for the issuance
of American Depositary Receipts
evidencing American Depositary
Shares, each representing 4 Common
Shares, par value \$0.01 each, of
the Company.

DEUTSCHE BANK TRUST COMPANY
AMERICAS, solely in its capacity as
Depositary

By: /s/ Tom Murphy

Name: Tom Murphy
Title: Vice President

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By: /s/ Jeff Margolick

Name: Jeff Margolick
Title: Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, New Oriental Education & Technology Group Inc. 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, People's Republic of China on July 27, 2007.

NEW ORIENTAL EDUCATION & TECHNOLOGY
GROUP INC.

By: /s/ Louis T . Hsieh

Name: Louis T. Hsieh
Title: Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No.1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on July 27, 2007.

Name	Title
-----	-----
By: /s/ Michael Minhong Yu ----- Name: Michael Minhong Yu	Chairman and Chief Executive Officer (Principal Executive Officer)
By: /s/ Louis T. Hsieh ----- Name: Louis T. Hsieh	Chief Financial Officer (Principal Financial Officer)
By: /s/ Louis T. Hsieh ----- Name: Louis T. Hsieh as Attorney on behalf of Ping Wei	Director of Finance and Controller (Principal Accounting Officer)
By: /s/ Louis T. Hsieh ----- Name: Louis T. Hsieh as Attorney on behalf of Chenggang Zhou	Director
By: /s/ Louis T. Hsieh ----- Name: Louis T. Hsieh as Attorney on behalf of Xiaohong Chen	Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES OF THE REGISTRANT

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Pursuant to the requirements of the Securities Act, the duly authorized representative in the United States of the Registrant, has signed this Post-Effective Amendment No.1 to Registration Statement on Form F-6 or amendment thereto in Newark, Delaware on July 27, 2007.

PUGLISI & ASSOCIATES

Donald J. Puglisi, as authorized
representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi
Title: Managing Director, Puglisi
& Associates

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INDEX TO EXHIBITS

Exhibit Number	Sequentially Numbered Page
(a) (2)	Supplemental Agreement to Deposit Agreement, dated as of June 5, 2007, between the Company and the Depository (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A and B thereto).

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