

BANCO BRADESCO SA /ADR/
Form F-6
April 05, 2019

As filed with the Securities and Exchange Commission on April 5, 2019. Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

BANCO BRADESCO S.A.

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

N/A

(Translation of issuer's name into English)

Federative Republic of Brazil

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

240 Greenwich 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

Legal Department

240 Greenwich Street

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.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum offering price per unit ⁽¹⁾ | Proposed maximum aggregate offering price | Amount of registration fee |
|---|------------------------------------|--|--|---------------------------------------|
|---|------------------------------------|--|--|---------------------------------------|

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| | | | | |
|---|----------------------------------|--------|--------------|------------|
| American Depositary Shares representing non-voting preferred shares of Banco Bradesco S.A. | 1,000,000,000 | \$5.00 | \$50,000,000 | \$6,060.00 |
| | American Depositary Shares | | | |

(1) For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares or portion thereof.

The prospectus consists of the proposed form of American Depositary Receipt (“Receipt”) included as Exhibit A to the form of 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 shares | Face of Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |
| (iii) The procedure for collection and distribution of dividends | Articles number 4, 12, 14, 15, 18 and 21 |
| (iv) The procedure for transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (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 depositary shares to inspect the transfer books of the depositary and the list of holders of depositary shares | Article number 11 |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities | Articles number 2, 3, 4, 6, 7 and 21 |
| (x) Limitation upon the liability of the depositary | Articles number 13, 18, 21 and 22 |

3. Fees and Charges Article number 7

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 December 11, 2015 among Banco Bradesco S.A.,
- a. The Bank of New York Mellon, as Depositary, and all Owners and Holders from time to time of American Depositary Shares 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. – Filed herewith as Exhibit 4.
 - e. Certification under Rule 466. – Filed herewith as Exhibit 5.

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 shares 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 April 5, 2019.

Legal entity created by the agreement for the issuance of depositary shares representing non-voting preferred shares of Banco Bradesco S.A.

By: The Bank of New York
Mellon
As Depositary

By: /s/ Thomas Flynn
Name: Thomas Flynn
Title: Director

Pursuant to the requirements of the Securities Act of 1933, Banco Bradesco S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in São Paulo, Brazil, on April 5, 2019.

BANCO BRADESCO S.A.

By: /s/ Octavio de Lazari Junior
Name: Octavio de Lazari Junior
Title: Chief Executive Officer

By: /s/ André Rodrigues Cano

Name: André Rodrigues Cano

Title: Principal Financial Officer

Each person whose signature appears below hereby constitutes and appoints Octavio de Lazari Junior and André Rodrigues Cano, 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 April 5, 2019.

/s/ Octavio de Lazari Junior
Octavio de Lazari Junior

Principal Executive Officer

/s/ André Rodrigues Cano
Andre Rodrigues Cano

Principal Financial Officer

/s/ Oswaldo Tadeu Fernandes
Oswaldo Tadeu Fernandes Principal Accounting Officer

/s/ Luiz Carlos Trabuco Cappi
Luiz Carlos Trabuco Cappi Director

/s/ Carlos Alberto Rodrigues Guilherme
Carlos Alberto Rodrigues Guilherme Director

/s/ Denise Aguiar Alvares
Denise Aguiar Alvares Director

João Aguiar Alvares Director

/s/ Milton Matsumoto
Milton Matsumoto Director

/s/ Alexandre da Silva Gluher
Alexandre da Silva Gluher Director

/s/ Josuè Augusto Pancini
Josuè Augusto Pancini Director

/s/ Mauricio Machado de Minas
Mauricio Machado de Minas Director

By: /s/ Leandro de Miranda Araujo Authorized Representative in the United States
Name: Leandro de Miranda Araujo
Title: Deputy Officer and Investor Relations Officer

INDEX TO EXHIBITS

Exhibit

Exhibit

Number

- | | |
|---|---|
| 1 | Form of Amended and Restated Deposit Agreement dated as of December 11, 2015 among Banco Bradesco S.A., The Bank of New York Mellon, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities to be registered. |
| 5 | Certification under Rule 466. |