

ROCHE HOLDING LTD
Form F-6 POS
November 17, 2016

As filed with the U.S. Securities and Exchange Commission on November 16, 2016
Registration No. 333-193846

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

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

N/A
(Translation of issuer's name into English)

Switzerland
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12, New York, New York 10004
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Investor Relations North America
Roche Holdings, Inc.
1 DNA Way
South San Francisco, California 94080
(650) 225-1000
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, Suite 2405
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466
x immediately upon filing

o on [Date] at [Time] (EST)

If a separate registration statement has been filed to register the deposited shares, check the following box. o

| Title of each class of Securities to be registered | CALCULATION OF REGISTRATION FEE | | | Amount of registration fee |
|---|---------------------------------|---|---|----------------------------|
| | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed maximum aggregate offering price (2) | |
| American Depositary Shares evidenced by American Depositary Receipts representing non-voting equity securities of Roche Holding Ltd | n/a | n/a | n/a | n/a |

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-156008.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amendment No. 1 to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depository | Below introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depository and the list of Holders of receipts | Paragraph (3) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) Limitation upon the liability of the Depository | Paragraph (14) |

(3) Fees and Charges

Paragraph (7)

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depository Receipt Filed Herewith as Prospectus |
|--|--|
| (a) Statement that Roche Holding Ltd publishes information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Securities Exchange Act of 1934 on its Internet Web site (www.roche.com) or through an electronic information delivery system generally available to the public in its primary trading market. | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement. Form of Third Amended and Restated Deposit Agreement dated as of _____, 2014 among Roche Holding Ltd, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed.
- (a)(2) Form of Amendment No. 1 to Deposit Agreement, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a)(2).
- (b) Any other agreement to which the Depositary 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 Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) _____ Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) _____ Power of Attorney. Previously filed.

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 thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. , 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on November 16, 2016.

Legal entity created by the form of Deposit Agreement
for the issuance of ADRs evidencing American
Depositary Shares

By: JPMORGAN CHASE BANK, N.A.,
as
Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Roche Holding Ltd 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Switzerland on November 16, 2016.

ROCHE HOLDING LTD

By: /s/ Andreas Knierzinger
Name: Dr. Andreas Knierzinger
Title Authorized Signatory

By: /s/ Beat Kraehenmann
Name: Dr. Beat Kraehenmann
Title: Authorized Signatory

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities and on the dates indicated:

| Signatures | Title | Date |
|---|---|-------------------|
| /s/ Christoph Franz* Dr. Christoph Franz | Chairman of the Board | November 16, 2016 |
| /s/ André Hoffmann* André Hoffmann | Director, Vice-chairman of the Board | November 16, 2016 |
| /s/ Andreas Oeri* Dr. Andreas Oeri | Director | November 16, 2016 |
| /s/ Pius Baschera* Prof. Dr. Pius Baschera | Director | November 16, 2016 |
| /s/ John Irving Bell* Prof. Sir John Irving Bell | Director | November 16, 2016 |
| /s/ Paul Bulcke* Paul Bulcke | Director | November 16, 2016 |
| Julie Brown | Director | |
| Prof. Dr. Richard P. Lifton | Director | |
| Bernard Poussot | Director | |
| Dr. Claudia Süssmuth Dyckerhoff | Director | |
| /s/ Severin Schwan* Dr. Severin Schwan | Director and Chief Executive Officer (principal executive officer) | November 16, 2016 |

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/s/ Peter R. Voser* Director November 16, 2016
Peter R. Voser

/s/ Alan Hippe* Chief Financial and IT Officer November 16, 2016
Dr. Alan Hippe (principal financial and
accounting officer)

/s/ Bruce Resnick* Authorized Representative November 16, 2016
Bruce Resnick in the United States

By: /s/ Andreas Knierzinger
Name: Dr. Andreas Knierzinger
Title: Power of Attorney

By: /s/ Beat Kraehenmann
Name: Dr. Beat Kraehenmann
Title: Power of Attorney

INDEX TO EXHIBITS

Exhibit
Number

(a)(2) Form of Amendment to Deposit Agreement (including the
Form of ADR)

(e) Rule 466 certification

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