

ULTRAPAR HOLDINGS INC  
Form F-6EF  
February 23, 2011

**As filed with the Securities and Exchange Commission on February 23, 2011. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares evidenced by American Depositary Receipts for  
Preferred Shares, without Par Value, of

**ULTRAPAR PARTICIPAÇÕES S.A.**

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

**Ultrapar Holdings Inc.**

(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)

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)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29<sup>th</sup> 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.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of Securities to be registered</b>                        | <b>Amount to be registered</b>               | <b>Proposed maximum aggregate price per unit <sup>(1)</sup></b> | <b>Proposed maximum aggregate offering price <sup>(1)</sup></b> | <b>Amount of registration fee</b> |
|--|--|---|---|-----------------------------------|
| American Depositary Shares, represented by shares of Ultrapar Participações S.A. | 500,000,000<br>American<br>Depositary Shares | \$5.00  | \$25,000,000  | \$2,902.50                        |

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

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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 Registration Statement which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u>  | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|---|---|
| 1.  | Introductory Article  |
| Name and address of depository  |   |
| 2.  | Face of Receipt, top center   |
| Title of American Depositary Receipts and identity of deposited securities  |   |
| Terms of Deposit:   |   |
| (i) The amount of deposited securities represented by one unit of American Face of Receipt, upper right corner<br>Depositary Receipts |   |
| (ii) The procedure for voting, if any, the deposited securities   | Articles number 15, 16 and 18                                       |
| (iii) The collection and distribution of dividends  | Articles number 4, 12, 13, 14, 15 and 18                            |
| (iv) The transmission of notices, reports and proxy soliciting material   | Articles number 11, 15, 16, 17 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, 13, 15, 17 and 18                               |
| (vii) Amendment, extension or termination of the deposit agreement  | Articles number 20 and 21   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts              | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities   | Articles number 2, 3, 4, 5, 6, 8, 14 and 22                         |
| (x) Limitation upon the liability of the depository   | Articles number 14, 18, 19 and 21                                   |
| 3. Fees and Charges   | Articles number 7 and 8   |

Item - 2.

Available Information

|                                    |                   |
|------------------------------------|-------------------|
| Public reports furnished by issuer | Article number 11 |
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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of September 16, 1999 among Ultrapar Participações S.A., The Bank of New York, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Letter 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. 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.

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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 February 22, 2011.

Legal entity created by the agreement for the issuance of depositary shares representing preferred shares of Ultrapar Participações S.A.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Ultrapar Participações S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Sao Paulo, Brazil, on February

22, 2011.

**Ultrapar Participações S.A.**

By: /s/ Pedro Wongtschowski

Name: Pedro Wongtschowski

Title: Chief Executive Officer

By: /s/ André Covre

Name: André Covre

Title: Chief Financial and Investor Relations Officer

Each person whose signature appears below hereby constitutes and appoints Pedro Wongtschowski and André Covre, 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 February 22, 2011.

/s/ Paulo Guilherme Aguiar Cunha

Paulo Guilherme Aguiar Cunha

Chairman of the Board of Directors

/s/ Lucio de Castro Andrade Filho

Lucio de Castro Andrade Filho

Vice Chairman of the Board of Directors



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/s/ Ana Maria Levy Villela Igel  
Ana Maria Levy Villela Igel

Director

/s/ Nildemar Secches  
Nildemar Secches

Director

/s/ Paulo Vieira Belotti  
Paulo Vieira Belotti

Director

/s/ Pedro Wongtschowski  
Pedro Wongtschowski

Chief Executive Officer

/s/ André Covre  
André Covre

Chief Financial and Investor Relations Officer

/s/ Roberto Kutschat  
Roberto Kutschat

Corporate Controller

**AUTHORIZED U.S. REPRESENTATIVE**

PUGLISI & ASSOCIATES

/s/ Donald J. Puglisi  
Donald J. Puglisi  
Authorized U.S. Representative

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- |   |  |
|---|--|
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| 2 | Form of letter relating to pre-release activities.   |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.   |
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