

UNITED MICROELECTRONICS CORP
Form F-6 POS
April 12, 2017

As filed with the U.S. Securities and Exchange Commission on April 12, 2017

Registration No. 333-172990

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

United Microelectronics Corporation

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

N/A

(Translation of issuer's name into English)

Taiwan, Republic of China

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (800) 990-1135

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

Peter Courture

Law +, P.C.

903 Parma Dr.

Los Altos, CA 94024, USA

Telephone: (650) 968-8855

(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

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 aggregate price per unit ⁽¹⁾ | Proposed maximum aggregate offering price ⁽²⁾ | Amount of registration fee |
|--|---|---|---|-----------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing five common shares of United Microelectronics Corporation (1) | N/A | N/A | N/A | N/A |
| | Each unit represents one American Depositary Share. | | | |

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is (2) 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. 333-162437.

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

| <u>Item Number and Caption</u> | <u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u> |
|--|---|
| - | |
| (1) Name and address of Depositary | Introductory paragraph and bottom of face of American Depositary Receipt |
| (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) | Paragraphs (16) and (17) |

Amendment, extension or termination of the Deposit Agreement

- (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs 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)

Item 2. AVAILABLE INFORMATION

| <u>Item Number and Caption</u> | Location in Form of American Depository | <u>Receipt Filed Herewith as Prospectus</u> |
|--|---|---|
| (b) Statement that United Microelectronics Corporation is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly files certain reports with the Commission, and that such reports can be inspected by holders of American Depository Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8) | |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of October 21, 2009 among United Microelectronics Corporation, 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 as Exhibit (a) to Registration Statement No. 333-162437 and incorporated herein by reference.
- (a)(2) **Form of Amendment No. 1 to Deposit Agreement, including the form of American Depositary Receipt.** 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).

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 April 12, 2017.

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/ Lisa Hayes
Name: Lisa Hayes
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, United Microelectronics Corporation 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, on April 12, 2017.

United Microelectronics
Corporation

By: /s/ Chitung Liu
Name: Chitung Liu
Title: Chief Financial Officer

Under the requirements of the Securities Act, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons on April 12, 2017, in the capacities indicated.

SIGNATURES

| <u>Signature</u> | <u>Title</u> |
|---|---|
| /s/ Stan Hung Stan Hung | Chairman of the Board of Directors and Director |
| Jason S. Wang | Director (Representative of Silicon Integrated Systems Corp.) and Senior Vice President |
| Shan-Chieh Chien | Director (Representative of UMC Science and Culture Foundation) Hsun Chieh Investment Co.) and Chief Operating Officer |
| /s/ Po-Wen Yen Po-Wen Yen | Chief Executive Officer and Director (Representative of Hsun Chieh Investment Co.) |
| /s/ Ting-Yu Lin* Ting-Yu Lin | Director |
| /s/ Chung-Laung Liu Chung-Laung Liu | Independent Director |
| Wenyi Chu | Independent Director |

/s/ Cheng-Li Huang Independent Director

Cheng-Li Huang

/s/ Chitung Liu Chief Financial Officer

Chitung Liu

/s/ Yen Huang Accounting Division Director

Yen Huang

*By: /s/ Chitung Liu

Name: Chitung Liu

Title: Power of Attorney

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of United Microelectronics Corporation, has signed this Post-Effective Amendment to Registration Statement on Form F-6 on February 6, 2017.

Law +, P.C.

By: /s/ Peter Courture
Name: Peter Courture
Title: Sole Director

INDEX TO EXHIBITS

Exhibit Number

- (a)(2) Form of Amendment No. 1 to Deposit Agreement
- (e) Rule 466 Certification