

IRSA INVESTMENTS & REPRESENTATIONS INC

Form F-6EF

June 01, 2006

As Filed with the Securities and  
Exchange Commission on June 1, 2006.

Registration No. 333-

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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 Global Depositary Receipts

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IRSA INVERSIONES Y REPRESENTACIONES S.A.  
(Exact name of issuer of deposited securities as specified in its charter)

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

Argentine Republic  
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK  
(Exact name of depositary as specified in its charter)  
One Wall Street, New York, N.Y. 10286  
Telephone (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  
ADR Division  
One Wall Street, 29th Floor  
New York, NY 10286  
Telephone (212)-495-1784

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

It is proposed that this filing become effective under Rule 466

immediately upon filing  
| | on (Date) at (Time)

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

CALCULATION OF REGISTRATION FEE

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Title of each class of Securities to be registered	Amount to be registered	Proposed maximum Aggregate price per unit (1)
Global Depositary Shares evidenced by Global Depositary Receipts, each Global Depositary Share evidencing ten common shares of IRSA Inversiones y Representaciones S.A.	100,000,000 Global Depositary Shares	\$.05

(1) 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 Global Depositary Receipts evidencing Global Depositary Shares.

As permitted by Rule 429 under the Securities Act of 1933, the Prospectus included in this Registration Statement also relates to the Depositary Shares registered under Registration Statement on Form F-6 (No. 33-86794) previously filed by the registrant.

The Prospectus consists of the proposed form of Global Depositary Receipt included as Exhibit A to the form of Amended and Restated 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 the Securities to be Registered

CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of Global Depositary Receipt Filed Herewith as Prospectus
(1) Name and address of Depositary	Introductory Paragraph
(2) Title of Global Depositary Receipts and identity of deposited securities	Face of Global Depositary Receipt, top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Global Depositary Shares	Face of Global Depositary Receipt - upper right corner
(ii) The procedure for voting, if any, the deposited securities	Paragraphs 15, 16 and 18

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(iii)	The collection and distribution of dividends	Paragraphs 4, 12, 13, 14, 15 and 18
(iv)	The transmission of notices, reports and proxy soliciting material	Paragraphs 11, 15, 16, 17 and 18
(v)	The sale or exercise of rights	Paragraph 13, 14, 15 and 18
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs 12, 13, 15, 17 and 18
(vii)	Amendment, extension or termination of the Deposit Agreement	Paragraphs 20 and 21
(viii)	Rights of holders of receipts to inspect the transfer books of the Depositary and the list of holders of receipts	Paragraph 11
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs 2, 3, 4, 5, 6, 8, 14 and 22

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Item Number and Caption -----	Location in Form of Global Depositary Receipt Filed Herewith as Prospectus -----
(x) Limitation upon the liability of the Depositary	Paragraphs 14, 18, 19 and 21
(3) Fees and Charges	Paragraph 7 and 8

Item 2. Available Information

Item Number and Caption -----	Location in Form of Global Depositary Receipt Filed Herewith as Prospectus -----
2(a) Statement that IRSA Inversiones y Representaciones S.A. 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 Global Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.	Paragraph 11

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PART II

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## INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 3. Exhibits

\* (1) Form of Deposit Agreement (including the form of Global Depositary Receipt), dated as of May 24, 1994, as amended and restated as of December 12, 1994, as further amended and restated as of November 15, 2000, among IRSA Inversiones y Representaciones S.A. (the "Issuer"), The Bank of New York, as Depositary (the "Depositary"), and each Owner and holder from time to time of Global Depositary Receipts ("ADRs") issued thereunder.

\* (2) Form of Letter from the Depositary to the Issuer, relating to the Pre-release of Global Depositary Receipts.

(4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.

(5) Certification under Rule 466.

### 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 ADRs, any reports and communications received from the Issuer 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) The Depositary hereby undertakes to notify each registered holder of an ADR at least thirty days before any change in the fee schedule.

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\* Incorporated by reference to Form F-6 Registration Statement No. 33-86794 filed by the Registrant with the Commission

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The Bank of New York, on behalf of the legal entity created by the Deposit Agreement, dated as of May 24, 1994, as amended and restated as of December 12, 1994, as further amended and restated as of November 15, 2000, among IRSA Inversiones y Representaciones S.A., The Bank of New York, as Depositary, and each Owner and holder of an Global Depositary Receipt issued thereunder 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 May 31, 2006.

By: THE BANK OF NEW YORK,  
as Depositary

By: /s/ Allen R. Murray

-----  
Name: Allen R. Murray  
Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, IRSA Inversiones y Representaciones S.A. has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Argentina on May 30, 2006.

IRSA Inversiones y Representaciones S.A.

By: \s\ Eduardo S. Elsztain

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Name: Eduardo S. Elsztain

Title: Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities indicated on May 30, 2006.

Name	Title
----	-----
\s\ Eduardo S. Elsztain ----- Eduardo S. Elsztain	Chairman and Chief Executive Officer (Principal Executive Officer)
\s\ Gabriel Blasi ----- Gabriel Blasi	Chief Financial Officer (Principal Financial Officer)
\s\ David Perednik ----- David Perednik	Chief Accounting Officer (Principal Accounting Officer)
\s\ Saul Zang ----- Saul Zang	First Vice Chairman and Director
\s\ Alejandro G. Elsztain ----- Alejandro G. Elsztain	Second Vice Chairman and Director
\s\ Oscar P. Bergotto ----- Oscar P. Bergotto	Director
\s\ Fernando A. Elsztain ----- Fernando A. Elsztain	Director
\s\ Marcos Fischman ----- Marcos Fischman	Director

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Director  
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Carlos Ricard Esteves  
  
Director

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Cedric Bridges

Director

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Barenburm Fernando

Director

-----  
Gladstein Gary

Director

-----  
Fernando Rubin

/s/ Donald J. Puglisi

Authorized Representative  
in the United States

-----  
Donald J. Puglisi  
Managing Director  
Puglisi & Associates

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INDEX TO EXHIBITS

Exhibit  
Number  
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- (4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary,  
as to the legality of the securities being registered.
- (5) Certification under Rule 466.

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