

Gol Intelligent Airlines Inc.
Form F-6EF
October 06, 2009

As filed with the Securities and Exchange Commission on October 6, 2009. 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 Evidenced by American Depositary Receipts

GOL LINHAS AÉREAS INTELIGENTES S.A.

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

GOL INTELLIGENT AIRLINES 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)

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One Wall Street New York, N.Y. 10286

(212) 495-1727

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

The Bank of New York Mellon

ADR Division

One Wall Street, 29th 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

| Title of each class of | Amount to be registered | Proposed maximum aggregate price per | Proposed maximum | Amount of registration |
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|

| Securities to be registered | | unit ⁽¹⁾ | aggregate offering price ⁽¹⁾ | fee |
|---|----------------------------|----------------------------|--|------------|
| American Depositary Shares, representing shares of Series B preferred stock, of Gol Linhas Aéreas Inteligentes S.A. | 100,000,000 | | | |
| (1) | American Depositary Shares | \$5.00 | \$5,000,000 | \$279.00 |

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

- # -

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.

- # -

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 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 Depositary Receipts | Face of Receipt, upper right corner |
| (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, 15 and 18 |
| (iv) The 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, 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 and 8 |
| (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

- # -

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of June 23, 2004 among Gol Linhas Aéreas Inteligentes S.A., The Bank of New York Mellon (formerly known as 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.

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 ADRs, 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 ADR 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 October 6, 2009.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Series B preferred shares of Gol Linhas Aéreas Inteligentes S.A.

By:

The Bank of New York Mellon,

As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, Gol Linhas Aéreas Inteligentes S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of São Paulo, São Paulo, Brazil, on October 6, 2009.

GOL LINHAS AÉREAS INTELIGENTES S.A.

By: /s/ Constantino de Oliveira Junior

Name: Constantino de Oliveira Junior

Title: Chief Executive Officer and President

By: /s/ Leonardo Porciúncula Gomes Pereira

Name: Leonardo Porciúncula Gomes Pereira

Title: Executive Vice President, Chief

Financial Officer and

Investor Relations Officer

Each person whose signature appears below hereby constitutes and appoints Constantino de Oliveira Junior and Leonardo Porciúncula Gomes Pereira, and each of them, individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, in connection with this Registration Statement, including to sign in the name and on behalf of the undersigned, this Registration Statement and any and all amendments thereto (including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on October 6, 2009 in the capacities indicated:

/s/ Constantino de Oliveira Junior

Chief Executive Officer and Director

Constantino de Oliveira Junior

/s/ Leonardo Porciúncula Gomes Pereira

Chief Financial Officer and Chief Accounting Officer

Leonardo Porciúncula Gomes Pereira

/s/ Alvaro de Souza

Chairman of the Board of Directors

Alvaro de Souza

/s/ Henrique Constantino

Director

Henrique Constantino

/s/ Joaquim Constantino Neto

Director

Joaquim Constantino Neto

/s/ Ricardo Constantino

Director

Ricardo Constantino

/s/ Richard Freeman Lark, Jr.

Director

Richard Freeman Lark, Jr.

/s/ Antonio Kandir

Director

Antonio Kandir

/s/ Luiz Kaufmann

Director

Luiz Kaufmann

/s/ Donald J. Puglisi

Authorized Representative in the United States

Donald J. Puglisi

Puglisi & Associates

- # -

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- | | |
|---|---|
| 1 | Form of Deposit Agreement dated as of June 24, 2004 2004, among Gol Linhas Aéreas Inteligentes S.A., The Bank of New York Mellon (formerly known as The Bank of New York), as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |
| 5 | Certification under Rule 466 |

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