

AKZO NOBEL NV  
Form F-6 POS  
September 28, 2007

Registration No. 333-119739

**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**

**AKZO NOBEL N.V.**

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

**N/A**

(Translation of issuer's name into English)

**The Netherlands**

(Jurisdiction of incorporation or organization of issuer)

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

Formerly Bankers Trust Company

(Exact name of depositary as specified in its charter)

60 Wall Street  
New York, New York 10005  
(212) 250 9100

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

Akzo Nobel Inc.  
120 White Plains Road, Suite 300  
Tarrytown, New York 10591-10522  
(914) 333-7459

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

Copies to:

**Deutsche Bank Trust Company Americas  
Attention: ADR Department  
60 Wall Street,  
New York, New York 10005  
(212) 250-9100**

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 ADS | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|------------------------------------------|-------------------------------------------|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share, nominal value EUR 2.00, of Akzo Nobel N.V. | N/A                     | N/A                                      | N/A                                       | N/A                        |

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

## PART I INFORMATION REQUIRED IN PROSPECTUS

### Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Cross Reference         |                                                                                               |                                                                                          |
|-------------------------|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| Item Number and Caption |                                                                                               | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus |
| 1.                      | Name and address of depositary                                                                | Face of Receipt, Introductory article                                                    |
| 2.                      | Title of American Depositary Receipts and identity of deposited securities                    | Face of Receipt, Top center                                                              |
| 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 the deposited securities                                             | Reverse of Receipt, Paragraph (16) and (17)                                              |
| (iii)                   | The collection and distribution of dividends                                                  | Reverse of Receipt, Paragraph (14)                                                       |
| (iv)                    | The transmission of notices, reports and proxy soliciting material                            | Face of Receipt, Paragraph (13)<br>Reverse of Receipt, Paragraph (16)                    |
| (v)                     | The sale or exercise of rights                                                                | Reverse of Receipt, Paragraphs (14) and (16)                                             |
| (vi)                    | The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt, Paragraphs (3) and (6)<br>Reverse of Receipt, Paragraphs (14) and (18)  |
| (vii)                   | Amendment, extension or termination of the deposit arrangement                                | Reverse of Receipt, Paragraphs (22) and (23) (no provision for extension)                |



|        |                                                                                                                                           |                                                                               |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| (viii) | Rights of holders of the American Depositary Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Face of Receipt, Paragraph (13)                                               |
| (ix)   | Restrictions upon the right to deposit or withdraw the underlying securities                                                              | Face of Receipt, Paragraphs (2), (3), (4), (6), (7), (9) and (10)             |
| (x)    | Limitation upon the liability of the depositary                                                                                           | Face of Receipt, Paragraph (7)<br>Reverse of Receipt, Paragraph (19) and (20) |
| 3.     | Fees and Charges                                                                                                                          | Face of Receipt, Paragraph (10)                                               |

**Item - 2. AVAILABLE INFORMATION**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| Akzo Nobel N.V. shall publish on its web site (www.akzonobel.com) on an ongoing basis, or otherwise furnish the United States Securities and Exchange Commission (the "Commission") with, certain public reports and documents required by foreign law or otherwise under Rule 12g3-2(b) under the Exchange Act. To the extent furnished to the Commission, such reports and documents may be inspected and copied at the public reference facilities maintained by the Commission located at 100 F Street NE, Washington, DC 20549. | Reverse of Receipt, Paragraph (13) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Supplemental Agreement to the Deposit Agreement filed as Exhibit (a)(3) to this Registration Statement and incorporated herein by reference.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a)(1) Amended and Restated Deposit Agreement, dated as of October 15, 1999, by and among the Company, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). - Filed as Exhibit (a) to Form F-6 (File Number 333-112715), and incorporated herein by reference.
- (a)(2) Supplemental Agreement to Deposit Agreement, dated as of October 18, 2004, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A thereto). - Filed as Exhibit (a)(2) to Form F-6 (File Number 333-119739), and incorporated herein by reference.
- (a)(3) Supplemental Agreement No. 2 to Deposit Agreement. Filed herewith as Exhibit (a)(3).
- (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. See (a) and (b) above.
- (d) Opinion of counsel to the Depositary as to the legality of the securities being registered. - Filed as Exhibit (d) to Form F-6 (File Number 333-119739), and incorporated herein by reference.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Set forth on the signature pages hereto.

**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 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.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of October 15, 1999, and as supplemented and amended by the Supplemental Agreement to Deposit Agreement, dated as of October 18, 2004 as further supplemented and amended from time to time, by and among the Company, the Depositary, as successor depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts 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 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 London, United Kingdom, on September 27, 2007.

Legal entity  
created by the  
Amended and  
Restated  
Deposit  
Agreement  
dated as of  
October 15,  
1999, and as  
supplemented  
and amended  
by the  
Supplemental  
Agreement to  
Deposit  
Agreement,  
dated as of  
October 18,  
2004 as  
further  
supplemented  
and amended  
from time to  
time, for the  
issuance of  
American  
Depositary  
Receipts  
evidencing  
American  
Depositary  
Shares, each  
representing  
one Ordinary  
Share,  
nominal value  
EUR 2.00, of  
the Company.

Deutsche Bank Trust Company Americas,  
as Depositary

By: /s/Jeff

Margolick

Name: Jeff Margolick

Title: Director

By: /s/Tom

Murphy

Name: Tom Murphy

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, Akzo Nobel N.V. 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 Amsterdam, The Netherlands, on September 27, 2007.

AKZO NOBEL N.V.

By: /s/Rob

Frohn

Name: Rob Frohn

Title: CFO/Member, Board of  
Management

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on September 27, 2007

Signature

Title

/s/Hans Wijers

Chief Executive Officer and Chairman, Board of  
Management

Hans Wijers

/s/Rob Frohn

Chief Financial Officer and Member, Board of  
Management

Rob Frohn

/s/Leif Darner

Member of the Board of Management

Leif Darner

/s/Martin Potter

Director Corporate Control and Principal Accounting  
Officer

Martin Potter

/s/Steven J. Miller

Authorized Representative in the U.S.

Steven J. Miller

**INDEX TO EXHIBITS**

Exhibit  
Number

(a)(3) Supplemental Agreement No. 2 to Deposit Agreement

(e) Rule 466 Certification

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