

NASPERS LTD
Form F-6 POS
June 08, 2007

As filed with the Securities and Exchange Commission on June 8, 2007

Registration No. 333-127769

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

NASPERS LIMITED

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

N/A

(Translation of issuer's name into English)

SOUTH AFRICA

(Jurisdiction of incorporation or organization of issuer)

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THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

The Bank of New York

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. ☐

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Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-100970).

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the 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

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and

18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16 and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15 and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17 and

dividends, splits or plans of reorganization

18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depositary and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit or

Articles number 2, 3, 4, 5, 6, 8 and

withdraw the underlying securities

22

(x) Limitation upon the liability of the depositary

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 November 5, 2002, among Naspers Limited, 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.

Form of Letter Agreement among Naspers Limited and The Bank of New York relating to pre-release activities. Previously Filed.

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.

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Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
Previously Filed.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item - 4.

Undertakings

Previously Filed.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, June 8, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for class N ordinary shares, nominal value RAND 0.02 each, of Naspers Limited.

By:

The Bank of New York,
As Depositary

By: /s/ David S. Stueber

Name: David S. Stueber

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Naspers Limited has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Cape Town, South Africa on June 8, 2007.

NASPERS LIMITED

By: /s/ G. M. Coetzee
Name: G. M. Coetzee
Title: Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on June 8, 2007.

/s/ Ton Vosloo

Name: Ton Vosloo

Name: Professor Hein Willemse

Director

Director

/s/ J du T Stofberg

/s/ Fred Phaswana

Name: J du T Stofberg

Name: Fred Phaswana

Principal Executive Officer

Director

/s/ Steve Pacak

/s/ Advocate Francine-Ann du Plessis

Name: Steve Pacak

Name: Advocate Francine-Ann du Plessis

Director and Principal Financial Officer

Director

/s/ Boetie van Zyl

/s/ Professor Rachel Jafta

Name: Boetie van Zyl

Name: Professor Rachel Jafta

Director

Director

/s/ Lourens Jonker

/s/ C C Snyman

Name: Lourens Jonker

Name: C C Snyman

Director

Principal Accounting Officer

/s/ Neil van Heerden

Name: Neil van Heerden

Director

/s/ Gregory F. Lavelle

Name: Ben van der Ross

Name: Puglisi & Associates

Director

Authorized U.S. Representative

/s/ Professor Jakes Gerwel

Name: Professor Jakes Gerwel

Director

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

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Certification under Rule 466.