

CRESUD INC
Form F-3/A
February 25, 2008
Table of Contents

As filed with the Securities and Exchange Commission on February 25, 2008

Registration No. 333-146011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Pre-Effective Amendment No. 3 to
FORM F-3
REGISTRATION STATEMENT

Under

The Securities Act of 1933

**CRESUD SOCIEDAD ANÓNIMA COMERCIAL, INMOBILIARIA,
FINANCIERA Y AGROPECUARIA**

(Exact name of Registrant as specified in its charter)

CRESUD INC.

(Translation of the Registrant's name in English)

The Republic of Argentina

Not Applicable

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(Jurisdiction of incorporation)

(I.R.S. Employer Identification No.)

Moreno 877, 23rd Floor, (C1091AAQ)

Buenos Aires, Argentina

+54 (11) 4814-7800

(Address and telephone number of Registrant's principal executive offices)

Puglisi & Associates

850 Library Avenue

P.O. Box 885

Newark, DE 19715

(Name, address and telephone number of agent for service)

Copies to:

David L. Williams

Howard M. Kleinman

Simpson Thacher & Bartlett LLP

White & Case LLP

425 Lexington Avenue

1155 Avenue of the Americas

New York, New York 10017

New York, New York 10036

(212) 455-2000

(212) 819-8200

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, or the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, 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 common share (1)(4)	Proposed maximum aggregate offering price(4)	Amount of registration fee(6)
Common shares, Ps.1.00 par value per share(1)(2)(3)(7)	180,000,000	US\$1.835	US\$330,300,000	US\$10,210.02
Rights to subscribe for common shares (and ADS rights)(3)	320,774,772	None	None	None
Warrants to purchase common shares(4)	180,000,000	None	None	None
Common shares, Ps.1.00 par value per share, issuable upon exercise of warrants(5)(8)	60,000,000	US\$1.92675	US\$115,605,000	US\$4,540.80

- (1) Proposed maximum aggregate price per common share calculated, solely for purposes of determining the SEC registration fee, on the basis of the closing price of the Registrant's ADSs on the NASDAQ on February 20, 2008, divided by 10.
- (2) Includes common shares that may be offered and sold in the form of American Depositary Shares to holders of ADS rights. This amount also includes common shares that are to be offered in Argentina and elsewhere outside the United States but may be resold from time to time in the United States during the distribution.
- (3) American Depositary Shares evidenced by American Depositary Receipts issuable upon deposit of common shares registered hereby have been registered under a separate Registration Statement on Form F-6.
- (4) No separate consideration will be received by the Registrant for the rights to subscribe for common shares, the rights to subscribe for ADSs evidencing common shares or the warrants prior to their exercise.
- (5) Proposed maximum aggregate price per common share calculated, solely for purposes of determining the SEC registration fee, on the basis of 105% of the closing price of the Registrant's ADSs on the NASDAQ on February 20, 2008, divided by 10.
- (6) Previously paid.
- (7) For the common shares, Ps.1.00 par value per share, 156,000,000 shares were registered at a proposed maximum aggregate price per common share of US\$2.060 with the Form F-3 filing on September 12, 2007 (Registration No. 333-146011) for a proposed maximum aggregate offering price of US\$321,360,000. Based on the fee rate of \$30.70 per million registered, a fee of \$9,865.75 was paid. Through Amendment No. 2 we registered an additional 24,000,000 shares at a proposed maximum aggregate price per common share of US\$1.834 for a proposed maximum aggregate offering price of US\$44,016,000. Based on the fee rate of \$39.30 per million registered, we paid a fee of \$1,729.82.
- (8) For the common shares, Ps.1.00 par value per share, issuable upon exercise of warrants, 52,000,000 shares were registered at a proposed maximum aggregate price per common share of US\$2.472 with the Form F-3 filing on September 12, 2007 (Registration No. 333-146011) for a proposed maximum aggregate offering price of US\$128,544,000. Based on the prior fee rate of \$30.70 per million registered, a fee of \$3,946.30 was paid. Through Amendment No. 2 we registered an additional 8,000,000 shares at a proposed maximum aggregate price per common share of US\$1.9257 for a proposed maximum aggregate offering price of US\$15,405,600. Based on the fee rate of \$39.30 per million registered we paid, a fee of \$605.44.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek to solicit an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Prospectus **Subject to completion, dated** , 2008

**CRESUD SOCIEDAD ANÓNIMA COMERCIAL, INMOBILIARIA,
FINANCIERA Y AGROPECUARIA
Cresud Inc.**

Rights to Subscribe for Common Shares in the Form of American Depositary Shares and Warrants

We are granting to our common shareholders rights to subscribe for 180,000,000 new common shares, together with the right to receive 180,000,000 warrants to acquire additional common shares. Each common share held of record at 6:00 p.m. (Buenos Aires, Argentina time) on February 27, 2008 entitles its holder to one right to subscribe for common shares, or common share right. Each common share right will entitle its holder to subscribe for 0.561141 new common shares, to subscribe at the same price for additional common shares remaining unsubscribed after the preemptive rights offering pursuant to its exercise of accretion rights, and to receive free of charge, for each new common share that it purchases pursuant to this offering, one warrant to purchase 0.33333333 additional common shares. The Bank of New York, as our ADS rights agent, will make available to holders of our American Depositary Shares, or ADSs (each of which represents 10 common shares), rights, or ADS rights, to subscribe for new ADSs, together with the right to receive warrants to acquire additional common shares. Each ADS held of record at 5:00 p.m. (New York City time) on February 27, 2008 entitles its holder to one ADS right. Each ADS right will entitle its holder to subscribe for 0.561141 new ADSs, to subscribe at the same price for additional common shares in the form of ADSs remaining unsubscribed after the preemptive rights offering pursuant to its exercise of accretion rights, and to receive free of charge, for each new ADS that it purchases pursuant to this offering, 10 warrants, each of which will entitle such holder to purchase 0.33333333 additional common shares.

On February 25, 2008 we will publish in the bulletin of the Buenos Aires Stock Exchange and PR Newswire a non-binding indicative subscription price for each of the new common shares and the new ADSs. We will calculate the non-binding indicative subscription price for our new common shares by multiplying the weighted average trading price of our ADSs on the NASDAQ for the five preceding trading days by the coefficient 0.9, dividing such result by 10, and converting the resulting amount into Argentine Pesos on the basis of the seller's reference exchange rate (*tipo de cambio vendedor*) at the close of business on the prior business day as quoted by *Banco de la Nación Argentina*. We will calculate the non-binding indicative subscription price for our new ADSs by multiplying the average weighted average trading price of our ADSs on the NASDAQ for the five preceding trading days by the coefficient 0.9.

The definitive subscription price for the new common shares and the new ADSs will be established by our board of directors in U.S. dollars, based on a range between the lowest and the highest trading price of our ADSs during a period of not less than 5 days and not more than 180 days prior to the determination of the subscription price on March 10, 2008. The subscription price for each new common share will be payable in U.S. dollars outside Argentina or in Argentine pesos in Argentina, determined on the basis of the seller's reference exchange rate (*tipo de cambio vendedor*) at the close of business on the subscription price determination date as quoted by *Banco de la Nación Argentina*. The subscription price for each new ADS will be payable in U.S. dollars. The subscription price will be reported to the *Comisión Nacional de Valores* and published in the bulletin of the Buenos Aires Stock Exchange and PR Newswire on the following day prior to the opening of the stock market in Argentina.

Subscriptions for new common shares and new ADSs pursuant to the exercise of the common share rights, the ADS rights and the accretion rights that are submitted based on the indicative subscription price prior to our publication of the definitive subscription price will be binding and irrevocable even though the definitive subscription price will not have been established at the time of such exercise. The definitive subscription price subsequently determined may be higher than the indicative subscription price.

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Prior to their expiration on May 22, 2015, the warrants will be exercisable during the six-day period from and including the 17th through the 22nd day of each February, May, September and November (to the extent such dates are business days in New York City and in the City of Buenos Aires), commencing with such period from and including May 17 through to May 22, 2008. The warrants will be freely transferable. We will accept the exercise of warrants to purchase whole new common shares. Three warrants must be exercised in order to purchase one new common share. The exercise price for new common shares to be purchased pursuant to the exercise of warrants will be payable in U.S. dollars and will be determined by our board of directors and published by us on March 11, 2008 in the bulletin of the Buenos Aires Stock Exchange and PR Newswire. You must pay the exercise price of the warrants in U.S. dollars. ADS holders wishing to obtain additional ADSs upon exercise of their warrants must deposit the common shares acquired under the warrants with The Bank of New York, as our depository, to obtain ADSs in accordance with the terms of the deposit agreement.

Investing in our common shares, ADSs and warrants involves significant risks. See Risk Factors beginning on page 31.

Table of Contents

We are granting these preemptive rights to subscribe for newly issued common shares as required under Argentine law and, although not obligated to do so, have elected to register the common shares to which these preemptive rights relate with the Securities and Exchange Commission in order to extend to our U.S. shareholders and holders of ADSs an equal opportunity to participate in our preemptive rights offering.

The offering of new common shares and warrants by means of rights to holders of common shares will expire at 1:00 p.m. (Buenos Aires, Argentina time) on March 18, 2008 (the expiration of the common share subscription period). The offering of new ADSs and warrants by means of ADS rights to holders of ADSs will expire at 5:00 p.m. (New York City time) on March 13, 2008 (the expiration of the ADS subscription period).

Any holder of common share rights may transfer any whole number of common share rights. Common share rights will be eligible to trade on the Buenos Aires Stock Exchange from February 28, 2008 to March 14, 2008. The ADS rights will not be transferable.

Our ADSs are traded on the NASDAQ Global Select Market under the symbol CRESY, and our common shares are traded on the Buenos Aires Stock Exchange under the symbol CRES. On February 20, 2008, the closing prices on the NASDAQ Global Select Market per ADS and on the Buenos Aires Stock Exchange per common share were US\$18.35 and Ps.5.94, respectively. We have applied to list the warrants on the Buenos Aires Stock Exchange and we intend to have the warrants listed on the American Stock Exchange or the NASDAQ.

	Price to the Public	Proceeds to Company(1)
Per new common share(2)	US\$	US\$
Per new ADS(3)	US\$	US\$
Rights to subscribe for common shares and ADS rights	US\$ 0.00	US\$ 0.00
Warrants(4)	US\$ 0.00	US\$ 0.00
Total offering(4)	US\$	US\$

- (1) After payment of transaction expenses by us, currently estimated at approximately US\$.
- (2) Includes common shares expected to be subscribed in Argentina, based on the closing price of US\$18.35 for our ADSs on the NASDAQ on February 20, 2008 divided by 10.
- (3) Includes common shares expected to be subscribed in the form of ADSs, each of which represents 10 common shares, based on the closing price of US\$18.35 for our ADSs on the NASDAQ on February 20, 2008.
- (4) No separate consideration will be received by us for the granting of the rights to subscribe for common shares, the rights to subscribe for ADSs evidencing common shares or the warrants prior to their exercise.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint-Dealer Managers

Citi

Deutsche Bank Securities

Co-Dealer Manager

Raymond James

, 2008

Table of Contents

TABLE OF CONTENTS

	Page
<u>Presentation of Financial and Certain Other Information</u>	ii
<u>Summary</u>	1
<u>The Offering</u>	6
<u>Summary Consolidated Financial and Other Information</u>	19
<u>Summary Consolidated Financial and Other Information for IRSA</u>	24
<u>Risk Factors</u>	31
<u>Risks Relating to Argentina</u>	31
<u>Risks Relating to Brazil</u>	35
<u>Risks Relating to Our Region</u>	37
<u>Risks Relating to Our Business</u>	39
<u>Risks Relating to IRSA's Business</u>	46
<u>Risks Relating to IRSA's Investment in Banco Hipotecario</u>	56
<u>Risks Relating to Our ADSs, Common Shares and Warrants</u>	62
<u>Use of Proceeds</u>	67
<u>Market Information</u>	68
<u>Dividends and Dividend Policy</u>	72
<u>Capitalization</u>	73
<u>Exchange Rates and Exchange Controls</u>	74
<u>The Rights Offering</u>	76
<u>Dilution</u>	83
<u>Selected Consolidated Financial and Other Information</u>	85
<u>Selected Consolidated Financial and Other Information for IRSA</u>	91
<u>Cresud's Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	98
<u>IRSA'S Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	145
<u>Cresud's Business</u>	197
<u>IRSA's Business</u>	224
<u>Management</u>	278
<u>Principal Shareholders</u>	285
<u>Related Party Transactions</u>	286
<u>Description of Capital Stock</u>	292
<u>Description of the American Depositary Receipts</u>	303
<u>Description of the Warrants</u>	309
<u>Dealer Managers</u>	314
<u>Taxation</u>	315
<u>Expenses of the Offering</u>	326
<u>Legal Matters</u>	327
<u>Experts</u>	327
<u>Forward Looking Statements</u>	328
<u>Where You Can Find More Information</u>	329
<u>Annex A Certain Information Relating to Bolivia, Brazil, Paraguay and Uruguay</u>	A-1
<u>Index to Financial Statements</u>	F-1

Table of Contents

No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy securities other than the securities described in this prospectus, or an offer to sell or the solicitation of an offer to buy any securities in any circumstances in which such offer or solicitation is unlawful. The delivery of this prospectus shall not, under any circumstances, create any implication that there has been no change in our affairs since the date hereof, or that the information contained or incorporated by reference herein or therein is correct as of any time subsequent to the date of such information.

As used in this prospectus, the terms *Cresud*, *we*, *us* and *our* may refer, depending upon the context, to Cresud Sociedad Anónima Comercial, Inmobiliaria, Financiera y Agropecuaria, to one or more of our consolidated subsidiaries or to all of them taken as a whole, unless we state otherwise or the context indicates otherwise. Our headquarters are located at Moreno 877, 23rd Floor, (C1091AAQ) Buenos Aires, Argentina, our telephone number is +54 (11) 4814-7800, and our website is www.cresud.com.ar.

PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

Cresud

This prospectus contains our audited consolidated financial statements as of June 30, 2006 and 2007 and for the years ended June 30, 2005, 2006 and 2007. This prospectus also incorporates by reference our Annual Report on Form 20-F for the year ended June 30, 2007. This prospectus also contains our unaudited financial statements as of December 31, 2006 and 2007 and for the six-month periods ended on such dates. We prepare our consolidated financial statements in Pesos and in conformity with the generally accepted accounting principles in Argentina, as set forth by the *Federación Argentina de Consejos Profesionales de Ciencias Económicas* (*FACPCE*) and as implemented, adapted, amended, revised and/or supplemented by the *Consejo Profesional de Ciencias Económicas de la Ciudad Autónoma de Buenos Aires* (*CPCECABA*) (collectively Argentine GAAP) and the regulations of the *Comisión Nacional de Valores*, which differ in certain significant respects from generally accepted accounting principles in the United States of America (*U.S. GAAP*). Such differences involve methods of measuring the amounts shown in our consolidated financial statements, as well as additional disclosures required by U.S. GAAP and Regulation S-X of the U.S. Securities and Exchange Commission (*SEC*). See Note 17 to our audited consolidated financial statements contained elsewhere in this prospectus for a description of the principal differences between Argentine GAAP and U.S. GAAP, as they relate to us, and a reconciliation to U.S. GAAP of our net income and shareholders' equity.

In order to comply with regulations of the *Comisión Nacional de Valores*, we recognized deferred income tax assets and liabilities on an undiscounted basis. This accounting practice represented a departure from Argentine GAAP for the years ended June 30, 2005 and 2006. However, such departure has not had a material effect on our financial statements. As further discussed below, the CPCECABA issued revised accounting standards. One of these standards required companies to account for deferred income taxes on an undiscounted basis, thus aligning the accounting to that of the *Comisión Nacional de Valores*. Since the *Comisión Nacional de Valores* adopted the CPCECABA standards effective for our fiscal year beginning July 1, 2006, there is no longer a difference on this subject between Argentine GAAP and the *Comisión Nacional de Valores* regulations.

Additionally, after considerable inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government instructed the *Comisión Nacional de Valores* to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the *Comisión Nacional de Valores* issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. We complied with the *Comisión Nacional de Valores* resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1232. Since Argentine GAAP required companies to discontinue inflation adjustments only as from October 1, 2003, the application of the *Comisión Nacional de Valores* resolution represented a departure from Argentine GAAP. However, due to low inflation rates during the period from March to September 2003, such a departure has not had a material effect on our consolidated financial statements.

Table of Contents

IRSA

As of December 31, 2007, we owned a 34.6% equity interest in IRSA Inversiones y Representaciones Sociedad Anónima (IRSA). In compliance with Rule 3-09 of Regulation S-X, also contained in this prospectus are the audited consolidated financial statements of IRSA as of June 30, 2006 and 2007 and for the years ended June 30, 2005, 2006 and 2007. This prospectus also includes IRSA 's unaudited consolidated financial statements as of and for the six-month periods ended December 31, 2006 and 2007.

IRSA prepares its consolidated financial statements in Pesos and in conformity with Argentine GAAP and the regulations of the *Comisión Nacional de Valores* which differ in certain significant respects from U.S. GAAP. Such differences involve methods of measuring the amounts shown in the consolidated financial statements, as well as additional disclosures required by U.S. GAAP and Regulation S-X of the SEC. See Note 28 to IRSA 's audited consolidated financial statements included elsewhere in this prospectus for a description of the principal differences between Argentine GAAP and U.S. GAAP as they relate to IRSA and a reconciliation to U.S. GAAP of IRSA 's net income and shareholders equity.

In order to comply with *Comisión Nacional de Valores* regulations, IRSA recognized deferred income tax assets and liabilities on an undiscounted basis. This accounting practice represented a departure from Argentine GAAP for the years ended June 30, 2005 and 2006. However, such departure has not had a material effect on the IRSA 's consolidated financial statements. As further discussed below, the CPCECABA issued revised accounting standards. One of these standards required companies to account for deferred income taxes on an undiscounted basis, thus aligning the accounting to that of the *Comisión Nacional de Valores*. Since the *Comisión Nacional de Valores* adopted the CPCECABA standards effective for IRSA 's fiscal year beginning July 1, 2006, there is no longer a difference on this subject between Argentine GAAP and the *Comisión Nacional de Valores* regulations.

Additionally, after considerable inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government instructed the *Comisión Nacional de Valores* to issue regulations precluding companies under its supervision from presenting price-level restated financial statements. On April 8, 2003, the *Comisión Nacional de Valores* issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. IRSA complied with the *Comisión Nacional de Valores* resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1232. Since Argentine GAAP required companies to discontinue inflation adjustments only as of October 1, 2003, the application of the *Comisión Nacional de Valores* resolution represented a departure from Argentine GAAP. However, due to low inflation rates during the period from March to September 2003, such a departure has not had a material effect on IRSA 's consolidated financial statements.

As of December, 2007, IRSA owned an 11.8% equity interest in Banco Hipotecario that represented 7.0% if IRSA 's total consolidated assets at such date. In compliance with Rule 3-09 of Regulation S-X, also included in our annual report on Form 20-F for the year ended June 30, 2007, which is incorporated herein by reference, are the audited consolidated financial statements of Banco Hipotecario as of June 30, 2006 and 2007, and for the twelve months ended June 30, 2005, 2006 and 2007.

Incorporation by Reference

We incorporate by reference the Form 20-F described below and any future filings made by us with the SEC under Section 13(a) or 15(d) of the Exchange Act until the transactions contemplated by this prospectus are consummated or this offering is terminated. Any such information incorporated by reference would be an important part of this prospectus. Any such future filings shall be deemed to automatically update and supersede the information contained herein or in documents previously incorporated by reference to the extent not modified or superseded by documents or reports subsequently filed. As of the date of this prospectus, our annual report on Form 20-F (filed under an English translation of our corporate name, Cresud Inc.) for the year ended June 30, 2007, is incorporated herein by reference.

We will provide, without charge, to any person to whom a copy of this prospectus is delivered, upon written request, a copy of any or all of the documents incorporated by reference herein (not including the exhibits to such documents, unless such exhibits are specifically incorporated by reference in such documents). Requests should be directed to us at our headquarters located at Moreno 877, 23rd floor, (C1091AAQ) Buenos Aires, Argentina.

Table of Contents

Adoption by the Comisión Nacional de Valores of CPCECABA standards

Effective July 1, 2006, we adopted Technical Resolution No. 22 Agricultural Activities issued by FACPCE (RT No. 22). RT No. 22 prescribes the accounting treatment, financial statement presentation and disclosures related to agricultural activity. Agricultural activity is the management by an entity of the biological transformation of living animals or plants (biological assets) for sale, into agricultural produce, or into additional biological assets. RT No. 22 prescribes, among other things, the accounting treatment for biological assets during the period of growth, degeneration, production, and procreation, and for the initial measurement of agricultural produce at the point of harvest. It requires measurement at fair value less estimated point-of-sale costs from initial recognition of biological assets up to the point of harvest, other than when fair value cannot be measured reliably on initial recognition. RT No. 22 requires that a change in fair value less estimated point-of-sale costs of a biological asset be included in profit or loss for the period in which it arises. RT No. 22 also requires that gains or losses arising on initial recognition of agricultural produce at fair value less estimated point-of-sale costs to be included in profit or loss for the period in which it arises. The adoption of RT No. 22 did not have a significant impact in our measurement and recognition of biological transformation. Rather, it changed the format of our income statement. Under RT No. 22 we disclose certain components of our costs as separate line items in the income statement. Adoption of RT No. 22 did not result in any change to our consolidated gross profit for any of the periods presented.

Also, the *Comisión Nacional de Valores* issued General Resolutions 485 and 487 on December 29, 2005 and January 26, 2006, respectively, adopting, with certain modifications, new accounting standards previously issued by the CPCECABA through its Resolution CD 93/2005. These standards were effective for our fiscal year ended June 30, 2007. The most significant changes included in the accounting standards adopted by the *Comisión Nacional de Valores* relate to (i) changes in the impairment test of long-lived assets and (ii) changes to deferred income tax accounting. Under the new standards, the carrying value of a long-lived asset is considered impaired when the expected cash flows from such asset are separately identifiable and less than its carrying value. Expected cash flows are determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. The new standards also provide for the accounting treatment of differences between the tax basis and book basis of non-monetary items for deferred income tax calculation purposes when companies prepare price-level restated financial statements. The new accounting standard mandates companies to treat these differences as temporary but allows a one-time accommodation to continue treating those differences as permanent at the time of adoption of the standard. As a result, we elected to continue treating differences as permanent. In addition, the new standards provide for the recognition of deferred income taxes on a non-discounted basis.

General

Certain amounts which appear in this prospectus (including percentage amounts) may not sum due to rounding. Solely for the convenience of the reader, we have translated certain Peso amounts into U.S. dollars at the exchange rate quoted by the Central Bank for December 31, 2007 which was Ps.3.1490 = US\$1.00. We make no representation that the Peso or U.S. dollar amounts actually represent or could have been or could be converted into U.S. dollars at the rates indicated, at any particular rate or at all. See Exchange Rates and Exchange Controls. Total may not sum due to rounding.

References to fiscal years 2003, 2004, 2005, 2006 and 2007 are to the fiscal years ended June 30 of each such year.

The summary consolidated income statement data for the years ended June 30, 2003 and 2004 and the summary consolidated balance sheet data as of June 30, 2003, 2004 and 2005 have been derived from our Annual Report on Form 20-F for the year ended June 30, 2007 which is incorporated by reference herein.

In this prospectus where we refer to *Peso*, *Pesos*, or *Ps.* we mean Argentine pesos, the lawful currency in Argentina; when we refer to *U.S. dollars*, or *US\$* we mean United States dollars, the lawful currency of the United States of America; and when we refer to *Central Bank* we mean the Argentine Central Bank (*Banco Central de la República Argentina*).

Market Data

Market data used throughout this prospectus were derived from reports prepared by unaffiliated third-party sources. Certain market data which appear herein (including percentage amounts) may not sum due to rounding.

Table of Contents**SUMMARY**

The following summary highlights information contained elsewhere in this prospectus. This summary is not complete and does not contain all the information you should consider before investing in our securities. You should read the entire prospectus carefully, including the Risk Factors and Forward-Looking Statements section, and our consolidated financial statements and related notes, before making an investment decision. As used in this prospectus, unless the context otherwise requires, references to Cresud, we, us and our refer to Cresud Sociedad Anónima Comercial, Inmobiliaria, Financiera y Agropecuaria and our consolidated subsidiaries.

Our Company

We are a leading Argentine agricultural company with a growing presence in the Brazilian agricultural sector through our investment in BrasilAgro Companhia Brasileira de Propriedades Agrícola (BrasilAgro). We are currently involved in a range of activities including crop production, cattle raising and milk production. Our business model, which we seek to roll out abroad, taking into account the specific conditions of each country, focuses on the acquisition, development and exploitation of properties having attractive prospects for agricultural production and/or value appreciation and the selective disposition of such properties where appreciation has been realized. Our shares are listed on the Buenos Aires Stock Exchange, and our ADSs are listed on the NASDAQ Global Select Market.

As of December 31, 2007, we owned 17 farms with approximately 445,075 hectares. Approximately 25,534 hectares of the land we own are used for crop production, approximately 97,942 hectares are for beef cattle production, 3,951 hectares are for milk production and approximately 3,243 hectares are leased to third parties for crop and beef cattle production. The remaining 314,405 hectares of land reserve are primarily natural woodlands. In addition, through Agropecuaria Cervera S.A. we have the rights to 162,000 hectares of land for a 35-year period that can be extended for another 29 years. Also, during the six months ended December 31, 2007, we leased 31,174 hectares from third parties for crop production and 32,494 hectares for beef cattle production.

During the fiscal years ended June 30, 2005, 2006 and 2007, and the six months ended December 31, 2007, we had consolidated sales of Ps.78.2 million, Ps.112.3 million, Ps.110.3 million and Ps.68.1 million, production income of Ps.67.5 million, Ps.65.4 million, Ps.102.8 million and Ps.35.7 million, and consolidated net income of Ps.76.8 million, Ps.32.9 million, Ps.49.4 million and Ps.14.5 million, respectively. During the period from June 30, 2005 to December 31, 2007, our total consolidated assets increased 60.2% from Ps.743.4 million to Ps.1,191 million, and our shareholders' equity increased 62.7% from Ps.523.1 million to Ps.851.0 million.

The following table sets forth, at the dates indicated, the amount of land used for each production activity (including owned and leased land):

	2005(1)	At June 30, 2006(1) 2007(1)(2) (in hectares)		At December 31, 2007(1)(2)
Grains(3)	39,831	41,283	53,579	66,987
Cattle	96,380	129,946	114,097	130,436
Milk	1,776	1,698	2,609	3,951
Natural woodlands(4)	263,177	258,477	325,728	314,405
Owned farmlands leased to others	9,978	14,229	13,771	8,375
Total	411,142	445,633	509,784	524,154

- (1) Includes 35.7% of approximately 8,299 hectares owned by Agro Uranga S.A., an affiliated Argentine company in which we own a non-controlling 35.7% interest. See Cresud's Business Subsidiaries and Affiliated Companies.
- (2) Includes 24.0% of approximately 170 hectares owned by Cactus Argentina S.A., an affiliated Argentine company in which we have a non-controlling 24.0% interest. See Cresud's Business Subsidiaries and Affiliated Companies.
- (3) Includes wheat, corn, sunflower, soybean, sorghum and others.
- (4) We use part of our land reserves to produce fence posts, rods and a small amount of charcoal.

Table of Contents

We are also indirectly engaged in the Argentine real estate business through our holding of 34.6% of the common shares of IRSA, one of Argentina's largest real estate companies. IRSA is engaged in a range of diversified real estate activities including residential properties, office buildings, shopping centers and luxury hotels in Argentina. A majority of our directors are also directors of IRSA, and we are under common control by the same group of controlling shareholders. As of December 31, 2007, our investment in IRSA represented approximately 43.2% of our total consolidated assets, and during the six months ended December 31, 2007, our gain from our investment in IRSA was Ps.7.2 million.

In September 2005, we, together with certain Brazilian partners, founded BrasilAgro, a startup company organized to exploit opportunities in the Brazilian agricultural sector. In April 2006, BrasilAgro increased its capital through a global and domestic offering of common shares, and as of December 31, 2007, we owned approximately 8.3% of the outstanding common shares of BrasilAgro. As of December 31, 2007, our investment in BrasilAgro represented approximately 7.1% of our total consolidated assets.

Our Strategy

We seek to maximize our return on assets and overall profitability by (i) identifying, acquiring and exploiting agricultural properties having attractive prospects for agricultural production and/or long-term value appreciation and selectively disposing of properties as appreciation is realized, (ii) optimizing the yields and productivity of our agricultural properties through the implementation of state-of-the-art technologies and agricultural techniques and (iii) preserving the value of our significant long-term investment in the urban real estate sector held through our affiliate IRSA.

Focus on maximizing value of our agricultural real estate assets

We conduct our agricultural activities with a focus on maximizing the value of our real estate assets. We seek to rotate our portfolio of properties over time by purchasing large parcels of land which we believe have a high potential for appreciation and selling them selectively as opportunities arise to realize attractive capital gains. We believe that our ability to realize gains from appreciation of our farmlands is based on the following principles:

Acquiring under-utilized properties and enhancing their land use: We seek to purchase under-utilized properties at attractive prices and develop them to achieve more productive uses. We seek to do so by (i) transforming non-productive land into cattle feeding land, (ii) transforming cattle feeding land into land suitable for more productive agricultural uses, (iii) enhancing the value of agricultural lands by changing their use to more profitable agricultural activities and (iv) reaching to the final stage of the real estate development cycle by transforming rural properties into urban areas as the boundaries of urban development continue to extend into rural areas. To do so, we generally focus on acquisitions of properties outside of highly developed agricultural regions and/or properties whose value we believe is likely to be enhanced by proximity to existing or expected infrastructure.

Applying modern technologies to enhance operating yields and property values. We believe that an opportunity exists to improve the productivity and long-term value of inexpensive and/or underdeveloped land by investing in modern technologies such as genetically modified and high yield seeds, direct sowing techniques, machinery, crop yield optimization through land rotation, irrigation and the use of fertilizers and agrochemicals. To enhance our cattle production, we use genetic technology and have a strict animal health plan controlled periodically through traceability systems. In addition, we have introduced a feedlot to optimize our beef cattle management and state-of-the-art milking technologies in our dairy business.

Anticipating market trends. We seek to anticipate market trends in the agribusiness sector by (i) identifying opportunities generated by economic development at local, regional and worldwide levels, (ii) detecting medium- and long-term increases or decreases in supply and demand caused by changes in the world's food consumption patterns and (iii) using land for the production of food and energy and for residential use, in each case in anticipation of such market trends.

Table of Contents

International expansion. Although most of our properties are located in different areas of Argentina, we are actively analyzing various expansion opportunities in other Latin American countries. We believe that an attractive opportunity exists to acquire and develop agricultural properties outside Argentina, and our objective is to replicate our business model in such other countries which include, among others, Brazil, Bolivia, Paraguay and Uruguay. For example, in 2005 we and several Brazilian partners founded BrasilAgro, a startup company organized to exploit opportunities in the Brazilian agricultural sector. As of June 30, 2007, Brasilagro had acquired and committed purchases for over 80,000 hectares of land.

Increase and optimize production yields

We seek to increase and improve our production yields through the following initiatives:

Implementation of technology. We seek to continue using state-of-the-art technology to increase production yields. We plan to make further investments in machinery and the implementation of agricultural techniques such as direct sowing to improve cereal production. We believe that we may improve crop yields by using high-potential seeds (GMOs) and fertilizers and by introducing advanced land rotation techniques. In addition, we intend to continue installing irrigation equipment in some of our farms to achieve higher output levels.

We seek to continue improving beef cattle production through the use of advanced breeding techniques and technologies related to animal health. We plan to improve the use of pastures and expect to make further investments in infrastructure, including installation of watering troughs and electrical fencing.

We have implemented an individual animal identification system, using plastic tags for our beef cattle and RFID tags for our dairy cattle, to comply with national laws on traceability. Also, we acquired software from Westfalia Co. which enables us to store individual information about each of our dairy cows. In the beef cattle business, we recently initiated Argentina's first vertically integrated beef cattle processing operation by entering into a partnership with Cactus Feeders and Tyson Foods to set up Cactus Argentina S.A. (Cactus), a feedlot and slaughterhouse operator.

In connection with our milk production, we plan to continue developing our activities through the use of state-of-the-art technology and advanced feeding and techniques relating to animal health. For example, in May 2007 we opened one of the most modern dairy production facilities in Argentina, achieving a daily production capacity of more than 40,000 litres.

Increased production. We seek to increase our crop, beef cattle and milk production in order to achieve economies of scale by:

Increasing our owned land in various regions of Argentina by taking advantage of attractive land purchase opportunities as they arise.

Leasing productive properties to supplement our expansion strategy, using our liquidity to make productive investments in our principal agricultural activities. We believe that leasing enhances our ability to diversify our production and geographic focus, in particular in areas not offering attractive prospects for appreciation of land value.

Developing productive properties in areas where agricultural production is not developed to its full potential. As of June 30, 2007, we owned land reserves in excess of 329,828 hectares, which is located in under-utilized areas where agricultural production is not yet fully developed. We believe that technological tools are available to improve the productivity of such land and enhance its long-term value. However, existing or future environmental regulations may prevent us from completely developing our land reserves, requiring us to maintain a portion of such land as unproductive land reserves.

Table of Contents

Diversifying market and weather risk by expanding our product and land portfolio. We seek to continue diversifying our operations to produce a range of different agricultural commodities in different markets, either directly or in association with third parties. We believe that a diversified product mix mitigates our exposure to seasonality, commodity price fluctuations, extreme weather conditions and other factors affecting the agricultural sector. To achieve this objective in Argentina, we expect to continue to own and lease farmlands in various regions with differing weather patterns and to continue to seed a range of diversified products. Moreover, we believe that continuing to expand our agricultural operations outside of Argentina will enhance our ability to produce new agricultural products, further diversifying our mix of products, and mitigate further our exposure to regional weather conditions and country-specific risks.

Preservation of long-term value of our investment in IRSA

We seek to maintain the long-term value of our significant investment in the urban real estate sector through IRSA. We believe that IRSA is an ideal vehicle through which to participate in the urban real estate market due to its substantial and diversified portfolio of residential and commercial properties, the strength of its management and what we believe are its attractive prospects for future growth and profitability.

Recent Developments

Exercise of our warrants and conversion of our convertible notes. The term for the exercise of our outstanding warrants and the conversion of our outstanding convertible notes issued on November 21, 2002 expired on November 14, 2007. Throughout the conversion and exercise periods, holders of our warrants and convertible notes exercised an aggregate of 49,867,018 warrants and converted an aggregate of 49,910,874 convertible notes, respectively, increasing our capital stock to 320,774,772 issued and outstanding shares. As of the date of this prospectus, there are no outstanding warrants or convertible notes to acquire our shares.

Exercise of IRSA's Warrants and Conversion of Convertible Notes. Between September 25, 2007 and October 25, 2007, we acquired an additional 82.5 million common shares of IRSA by (i) exercising all of our warrants to acquire 60.5 million IRSA common shares for an aggregate purchase price of US\$39.6 million and (ii) converting US\$12.0 million of IRSA's 8% convertible notes due 2007 into 22.0 million common shares. As a result, our investment in IRSA's common shares increased from 25% on June 30, 2007 to 34.6% on December 31, 2007. The term for the exercise of IRSA's remaining warrants and the conversion of its outstanding convertible notes expired on November 14, 2007. After the exercise of warrants and conversion of convertible notes described above, we have no further warrants or convertible notes of IRSA.

Solares de Santa María, City of Buenos Aires (formerly Santa María del Plata). Solares de Santa María is a mixed-use development project which IRSA intends to develop on a 70-hectare property facing the Río de la Plata in the southern port of Puerto Madero, 10 minutes from downtown Buenos Aires. This proposed project is currently expected to have residential complexes, as well as offices, stores, hotels, sport and nautical clubs, schools, supermarkets and parking lots. We initially sought approval for this project in late 1997, and on November 9, 2007, the Executive Branch of the City of Buenos Aires issued Decree No. 1584/2007, approving this project. Notwithstanding such Decree, several operational and implementation issues remain to be approved by the City of Buenos Aires. In addition, a member of the Legislative Branch of the City of Buenos Aires recently initiated a lawsuit (acción de amparo) challenging such Decree, alleging that it did not meet certain procedural requirements and requesting an injunction to suspend construction until the resolution of the legal challenge. As of the date of this prospectus, the injunction has been granted, but we have not been notified of any decision with respect to the merits of the pending claim.

Partial sale of La Nación building. On January 8, 2008, IRSA sold to Techint Compañía Técnica Internacional Sociedad Anónima Comercial e Industrial an undivided 29.9% interest in an office building known as Edificio La Nación located at Bouchard 551, in the City of Buenos Aires. The sale price for such undivided interest was US\$34.4 million which was paid in cash prior to closing. The portion of Edificio La Nación sold represents a surface area of 9,946 square meters and 133 parking spaces.

Acquisition of Shopping Center. On December 28, 2007, IRSA's subsidiary, Alto Palermo S.A. or Alto Palermo, executed a bill of sale for a partial bulk transfer with INC S.A., pursuant to which Alto Palermo agreed to acquire a shopping center known as Soleil Factory which is located in the greater Buenos Aires metropolitan area. Closing of this transaction is subject to certain conditions set forth in the deed of

Table of Contents

transfer, including the approval of the *Argentine Comisión Nacional de Defensa de la Competencia*, or Antitrust Authority . The purchase price was US\$20.7 million, of which Alto Palermo paid into escrow US\$8.1 million upon the execution of the bill of sale. The unpaid balance is US\$12.6 million which accrues interest at an annual rate of 5% (plus value added tax) and is to be paid in 7 years, together with the seventh and last annual installment of the accrued interest. On January 22, 2008, Alto Palermo requested the Antitrust Authority 's clearance of the transfer of the Soleil Factory shopping center to Alto Palermo, and as of the date of this prospectus, the Antitrust Authority has not reached a decision.

In addition, Alto Palermo executed a letter of intent for the acquisition, development and exploitation of a new shopping center on a parcel of land owned by INC S.A. in the City of San Miguel de Tucumán, Province of Tucumán, for an amount of US\$1.3 million, of which Alto Palermo paid US\$0.05 million on January 2, 2008. This transaction is subject to certain conditions set forth in the letter of intent, including Alto Palermo 's acquisition of the Soleil Factory shopping center.

Our headquarters are located at Moreno 877, 23rd floor, (C1091AAQ) Buenos Aires, Argentina. Our telephone number is +54 (11) 4814-7800, and our website is www.cresud.com.ar.

Table of Contents

THE OFFERING

This summary highlights certain information contained elsewhere in this prospectus. This summary does not contain all of the information that you should consider before deciding to purchase our securities. We urge you to read the entire prospectus carefully, including the Risk Factors and Forward-Looking Statements sections, along with our consolidated financial statements and the related notes.

Offering of Common Share Rights and ADS Rights We are granting to our common shareholders rights, or common share rights, to subscribe for 180,000,000 new common shares and 180,000,000 warrants to acquire additional common shares. Each common share held of record at 6:00 p.m. (Buenos Aires, Argentina time) on February 27, 2008 entitles its holder to one common share right. Each common share right will entitle its holder to subscribe for 0.561141 new common shares and to receive free of charge, for each new common share that it purchases pursuant to this offering, one warrant to purchase 0.33333333 additional common shares.

The Bank of New York, as our ADS rights agent, will make available to holders of ADSs, rights or ADS Rights, to subscribe for new ADS and warrants to acquire additional common shares which may be delivered in the form of ADSs. Each ADS held of record at 5:00 p.m. (New York City time) on February 27, 2008 entitles its holder to one ADS right. Each ADS right will entitle its holder to subscribe for 0.561141 new ADS and to receive free of charge, for each new ADS that it purchases pursuant to this offering, 10 warrants, each of which will entitle such holder to purchase 0.33333333 additional common.

Purchases by holders of rights On February 28, 29 and March 3, 2008, the three business days prior the beginning of the subscription period referred to below, we will publish a notice in the Official Gazette of Argentina, a newspaper of general circulation in Argentina (*La Nación, Ámbito Financiero, or both*) and PR Newswire, announcing the statutory preemptive right of each existing holder of common shares or ADSs to subscribe for 0.561141 new common shares for every common share held of record, or 0.561141 new ADS for every ADSs held of record, as the case may be.

Table of Contents

Subscription period for the common share rights and ADS rights From March 4, 2008, through 1:00 p.m. (Buenos Aires, Argentina time) on March 18, 2008, in the case of the common share rights (the common shares subscription period) and from March 4, 2008, through 5:00 p.m. (New York City time) on March 13, 2008, in the case of the ADS rights (the ADS subscription period).

To exercise common share rights, you must deliver to our common shares agent, a properly completed subscription form accompanied by a certificate of ownership issued by the *Caja de Valores* or evidence of assignment of the common share rights in your favor by 1:00 p.m. on March 18, 2008, or your common share rights will lapse and will have no further value. Deposit in the mail will not constitute delivery to us.

To exercise the ADS rights, you must deliver to the ADS rights agent a properly completed ADS rights subscription form and pay the amount specified below for each ADS subscribed or sought pursuant to accretion rights by 5:00 p.m. New York City time on March 13, 2008, or your ADS rights will lapse and will have no further value, except the right to receive a cash payment if the Depository receives U.S. dollars in respect of a sale of unexercised common share rights. Deposit in the mail will not constitute delivery to the ADS rights agent.

The amount you pay will be based on (i) the non-binding indicative subscription price or (ii) the definitive subscription price at all times plus, in each case, the Depository's issuance fee of US\$0.05 per new ADS. See non-binding indicative subscription price for a description of applicable procedures if amounts paid prior to our publication of the definitive subscription price are different from the definitive subscription price.

The exercise of common share rights and ADS rights is irrevocable and may not be canceled or modified.

Accretion rights

Concurrently with the exercise of their common share rights, holders of common shares may exercise their statutory accretion rights with respect to common shares not subscribed for by other holders of common shares in the exercise of their respective preemptive rights, by indicating the maximum number of additional common shares they would like to purchase pursuant to their accretion rights, which shall not exceed the amount of common shares subscribed by such holder in the exercise of its preemptive rights. Common shares relating to such accretion rights will be allocated pro rata to each exercising holder of common shares that has requested additional shares through

Table of Contents

the exercise of accretion rights based on the ratio of the number of new common shares available after exercise of the common share rights to the aggregate number of new common shares to be subscribed for pursuant to accretion rights.

Concurrently with the exercise of their preemptive rights, ADS holders that subscribe for new ADSs pursuant to their ADS rights may indicate on their subscription forms a number of additional ADSs for which they would be willing to subscribe pursuant to their accretion rights which shall not exceed the number of new ADSs subscribed by such holder in the exercise of its preemptive rights. If accretion rights are allocated to the depositary, the ADS rights agent will allocate additional ADSs to ADS holders that requested them. If the amount of additional ADSs available pursuant to accretion rights are insufficient to satisfy all requests, we will allocate the available additional ADSs ratably among requesting ADS holders in proportion to the number of additional ADSs they requested.

On March 19, 2008, which is one business day after the end of the common shares subscription period, we will notify holders of our common shares and our ADS holders who have indicated that they wish to exercise their accretion rights of the aggregate number of unsubscribed common shares and ADSs, as applicable, by publication of a notice in the bulletin of the Buenos Aires Stock Exchange and the CNV web site. Based on this notice, we will allocate unsubscribed common shares to holders of common shares and ADSs to ADS holders, as applicable, in accordance with their accretion rights.

Results of the offering

On March 25, 2008, which is the third Argentine business day after the end of the common shares subscription period, we will notify holders of our common shares and ADS holders by publication of a notice in the bulletin of the Buenos Aires Stock Exchange and PR Newswire of the final results of the offering pursuant to common share rights and ADS rights.