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ENERGY CO OF MINAS GERAIS

Form F-6

May 07, 2007

As filed with the Securities and Exchange Commission on May 7, 2007
Registration No. 333-
=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

COMPANHIA ENERGETICA DE MINAS GERAIS - CEMIG
(Exact name of issuer of deposited securities as specified in its charter)

ENERGY CO OF MINAS GERAIS
(Translation of issuer's name into English)

The Federative Republic of Brazil
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

399 Park Avenue
New York, New York 10022
(212) 816-6690
(Address, including zip code, and telephone number, including area code,
of depositary's principal executive offices)

CT Corporation System
111 Eighth Avenue (13th floor)
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Michael L. Fitzgerald, Esq.

Herman H. Raspe, Esq.

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Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, New York 10005

Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

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 Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each representing one (1) voting common share, par value R\$5.00 per voting common share, of Companhia Energetica De Minas Gerais-CEMIG	100,000,000	\$5.00	\$5,000,000

* Each unit represents 100 American Depositary Shares.

** 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 American Depositary Shares.

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, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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This 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.

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PART I

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INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory paragraph (13).
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center paragraph.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSS")	Face of Receipt - Upper right introductory paragraph.
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (1) Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph (1) provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSS	Face of Receipt - Paragraph (1)

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (7), (9) and (10).
(x) Limitation upon the liability of the Depositary	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph

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- (xi) Fees and charges which may be imposed directly or indirectly on holders of ADSs Face of Receipt - Paragraph (1)

Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (1)

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's website (www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the Depositary.

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PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among Companhia Energetica de Minas Gerais - CEMIG (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares issued under the Deposit Agreement. -- Filed herewith as Exhibit (a).
- (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. -- None.
- (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. -- None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- filed herewith as Exhibit (d).
- (e) Certification under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, 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 amount of fees charged is 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 ADS sixty (60) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, by and among Companhia Energetica de Minas Gerais - CEMIG, Citibank, N.A., as Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be 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 on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 7th day of May, 2007.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing one (1) voting common share, par value of R\$5.00 per voting common share, of Companhia Energetica de Minas Gerais - CEMIG.

CITIBANK, N.A., solely in its capacity as
Depositary

By: /s/ Paul Martin

Name: Paul Martin
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Companhia Energetica de Minas Gerais - CEMIG 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 on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Belo Horizonte, MG,

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Brazil, on May 7, 2007.

COMPANHIA ENERGETICA DE MINAS GERAIS - CEMIG

By: /s/ Djalma Bastos de Moraes

Name: Djalma Bastos de Moraes

Title: Chief Executive Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Djalma Bastos de Moraes and Luiz Fernando Rolla to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 7, 2007.

Signature

Title

/s/ Djalma Bastos de Moraes

Chief Executive Officer

Djalma Bastos de Moraes

/s/ Luiz Fernando Rolla

Chief Financial Officer

Luiz Fernando Rolla

/s/ Leonardo George de Magalhaes

Principal Accounting Officer

Leonardo George de Magalhaes

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/s/ Wilson Nelio Brumer

Chairman of the Board of Directors

Wilson Nelio Brumer

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/s/ Djalma Bastos de Moraes Director

Djalma Bastos de Moraes

/s/ Aecio Ferreira da Cunha Director

Aecio Ferreira da Cunha

/s/ Francelino Pereira dos Santos Director

Francelino Pereira dos Santos

/s/ Luiz Henrique de Castro Carvalho Director

Luiz Henrique de Castro Carvalho

/s/ Alexandre Heringuer Lisboa Director

Alexandre Heringuer Lisboa

/s/ Lauro Sergio Vasconcelos David Director

Lauro Sergio Vasconcelos David

/s/ Guilherme Horta Goncalves Junior Director

Guilherme Horta Goncalves Junior

/s/ Wilton de Medeiros Daher Director

Wilton de Medeiros Daher

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States, of Companhia Energetica de Minas Gerais - CEMIG has executed this Form F-6 on May 7, 2007.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi
Title: Managing Director

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Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a)	Form of Deposit Agreement	
(d)	Opinion of counsel to the Depositary	