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CRESUD INC
Form F-6EF
June 01, 2006

As Filed with the Securities and
Exchange Commission on June 1, 2006.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

CRESUD S.A.C.I.F. Y A.
(Exact name of issuer of deposited securities as specified in its charter)
N.A.
(Translation of issuer's name into English)
ARGENTINE REPUBLIC
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK
(Exact name of depositary as specified in its charter)
One Wall Street, New York, N.Y. 10286
Telephone (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, NY 10286
Telephone (212)-495-1784
(Address, including zip code, and telephone number,
including area code, of agent for service)

It is proposed that this filing become effective under Rule 466
☒ immediately upon filing
☐ on (Date) at (Time)

If a separate 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 (1)	Proposed maximum aggregate offering price (1)
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American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share evidencing ten common stock of Cresud S.A.C.I.F. y A.	50,000,000 American Depositary Shares	\$.05	\$2,500,000
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- (1) 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 Receipts evidencing American Depositary Shares.

As permitted by Rule 429 under the Securities Act of 1933, the Prospectus included in this Registration Statement also relates to the Depositary Shares registered under Registration Statement on Form F-6 (No. 333-6546) previously filed by the registrant.

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit (1) to this Registration Statement, which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. Description of the Securities to be Registered

CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1) Name and address of Depositary	Introductory Paragraph
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt - upper right corner
(ii) The procedure for voting, if any, the deposited securities	Paragraphs (15) and (16)
(iii) The collection and distribution of dividends	Paragraphs (12), (14) and (15)
(iv) The transmission of notices,	Paragraphs (11), (15) and

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	reports and proxy soliciting material	(16)
(v)	The sale or exercise of rights	Paragraph (13)
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (12) and (17)
(vii)	Amendment, extension or termination of the Deposit Agreement	Paragraphs (20) and (21)
(viii)	Rights of holders of receipts to inspect the transfer books of the Depositary and the list of holders of receipts	Paragraph (11)
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (2), (3), (4), (5), (6) and (8)

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Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(x) Limitation upon the liability of the Depositary	Paragraphs (13) and (18)
(3) Fees and Charges	Paragraph (7)

Item 2. Available Information

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
2(a) Statement that Cresud S.A.C.I.F. y A. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission -- and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.	Paragraph (11)

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Exhibits

* (1) Form of Deposit Agreement (including the form of American Depositary Receipt), dated as of March 18, 1997, among Cresud S.A.C.I.F. y A. (the

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"Issuer"), The Bank of New York, as Depositary (the "Depositary"), and each Owner and holder from time to time of American Depositary Receipts ("ADRs") issued thereunder.

* (2) Form of Letter from the Depositary to the Issuer, relating to the Pre-release of American Depositary Receipts.

(4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.

(5) Certification under Rule 466.

Item 4. Undertakings

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the Issuer 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) The Depositary hereby undertakes to notify each registered holder of an ADR at least thirty days before any change in the fee schedule.

* Incorporated by reference to Form F-6 Registration Statement No. 333-6546 filed by the Registrant with the Commission

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, The Bank of New York, on behalf of the legal entity created by the Deposit Agreement, dated as of March 18, 1997, among Cresud S.A.C.I.F. y A., The Bank of New York, as Depositary, and each Owner and holder of an American Depositary Receipt 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on May 31, 2006.

By: THE BANK OF NEW YORK,
as Depositary

By: /s/ Allen R. Murray

Name: Allen R. Murray
Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Cresud S.A.C.I.F. y A. has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Argentina on May 30, 2006.

Cresud S.A.C.I.F. y A.

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By: /s/ Eduardo S. Elsztain

Name: Eduardo S. Elsztain

Title: Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities indicated on May 30, 2006.

Name	Title
----	-----
/s/ Eduardo S. Elsztain ----- Eduardo S. Elsztain	Chairman
/s/ Alejandro G. Elsztain ----- Alejandro G. Elsztain	Second Vice Chairman of the Board & CEO (Principal Executive Officer)
/s/ Gabriel Blasi ----- Gabriel Blasi	Chief Financial Officer (Principal Financial Officer)
/s/ Davie Perednik ----- David Perednik	Director and Chief Administrative Officer (Principal Accounting Officer)
/s/ Saul Zang ----- Saul Zang	First Vice Chairman of the Board & Director
/s/ Fernando A. Elsztain ----- Fernando A. Elsztain	Director
----- Clarisa Diana Lifsic	Director
----- Gabriel Adolfo Gregorio Reznik	Director
----- Jorge Oscar Fernandez	Director
----- Susan Segal	Director
/s/ Donald J. Puglisi ----- Donald J. Puglisi Managing Director Puglisi & Associates	Authorized Representative in the United States

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INDEX TO EXHIBITS

Exhibit
Number

- (4) Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities being registered.
- (5) Certification under Rule 466.

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