

SCOR  
Form F-6 POS  
September 25, 2007

As filed with the Securities and Exchange Commission on September 25, 2007

Registration No. 333-112953

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

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

of

**SCOR SE**

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

**N/A**

(Translation of issuer's name into English)

**FRANCE**

(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  
(212) 495-1784

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

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**The Bank of New York**

**ADR Division**  
**One Wall Street, 29<sup>th</sup> Floor**

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**New York, New York, 10286**

**(212) 815-1784**

(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.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this 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

| <u>Item Number and Caption</u>   | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|--|---|
| 1. Name and address of depository  | Introductory Article  |
| 2. Title of American Depositary Shares 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 Shares ( ADSs )            | Face of Receipt, upper right corner                                 |
| (ii) The procedure for voting, if any, the deposited securities  | Articles number 15, 16 and 18                                       |
| (iii) The collection and distribution of dividends   | Articles number 4, 12, 14, 15 and 18                                |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15, 16, 17, 18 and 22                           |
| (v) The sale or exercise of rights   | Articles number 13, 14, 15 and 18                                   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization               | Articles number 12, 14, 15, 17 and 18                               |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21   |
| (viii) Rights of holders of ADSs to inspect the transfer books of the depository and the list of holders of ADSs | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                | Articles number 2, 3, 4, 5, 6 and 8                                 |
| (x) Limitation upon the liability of the depository  | Articles number 13, 18, 19, 21 and 23                               |
| 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 Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2007 among SCOR SE, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - 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) above.

d.

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

e.

Certification under Rule 466. Not applicable.

Item - 4.

Undertakings

(a)

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The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the 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 amounts of fees charged are 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 ADSs thirty days before any change in the fee schedule.

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 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 September 25, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares of SCOR SE.

By:

The Bank of New York,  
As Depositary

By: /s/ Keith G. Galfo

Name: Keith G. Galfo

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, SCOR SE has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on September 4, 2007.

SCOR SE

By: /s/ Denis Kessler  
Denis Kessler

Chairman and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Denis Kessler and Vincent Malige and each of them, jointly and severally, as his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on September 4, 2007.

/s/ Denis Kessler  
Denis Kessler  
Chairman and Chief Executive Officer  
(principal executive officer)

/s/ Maxine Verne, Esq.  
Maxine Verne, Esq.  
Authorized U.S. Representative

/s/ Paolo De Martin  
Paolo De Martin  
Chief Financial Officer  
  
(principal financial officer)

/s/ Aymeric Oudin  
Aymeric Oudin  
  
Chief Accounting Officer  
(principal accounting officer)

\_\_\_\_\_  
Carlo Acutis  
Director

/s/ Patrick Thourot  
Patrick Thourot  
Director

\_\_\_\_\_  
Antonio Borgès  
Director

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Allan Chapin  
Director

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/s/ Daniel Havis

Daniel Havis  
Director

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Daniel Lebègue  
Director

/s/ André Levy-Lang

André Levy-Lang  
Director

/s/ Herbert Schimetscheck

Herbert Schimetscheck  
Director

/s/ Luc Rougé

Luc Rougé  
Director

/s/ Jean Simonnet

Jean Simonnet  
Director

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Jean-Claude Seys  
Director

/s/ Daniel Valot

Daniel Valot  
Director

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Claude Tendil  
Director

/s/ Georges Chodron de Courcel

Georges Chodron de Courcel  
Non-voting Director

INDEX TO EXHIBITS

Exhibit

Letter

Exhibit

1

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