

BANCO SANTANDER CHILE
Form F-6
July 27, 2015

As filed with the Securities and Exchange Commission on July 27, 2015

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

of

BANCO SANTANDER CHILE

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

N/A

(Translation of issuer's name into English)

CHILE

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(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 Mellon

ADR Division

One Wall Street, 11th 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:

Brian D. Obergfell, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3032

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	Proposed maximum aggregate offering price ⁽¹⁾⁽²⁾	Amount of registration fee
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		per unit ⁽¹⁾⁽²⁾		
American Depositary Shares, each	100,000,000			
American Depositary Share	American	\$5.00	\$5,000,000	\$581.00
representing Common Shares of	Depositary			
Banco Santander Chile.	Shares			

¹ For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

² The maximum aggregate offering price is calculated pursuant to Rule 457(k).

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

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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item -1. Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts 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 Receipts	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, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(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, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6, 8 and 22
(x) Limitation upon the liability of the depositary	Articles number 14, 18, 21 and 22

3. Fees and Charges

Articles 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

- Form of Deposit Agreement dated as of _____, 2015, among Banco Santander Chile, The Bank of New York Mellon as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.
- b. Form of letter agreement among Banco Santander Chile and The Bank of New York Mellon relating to pre-release activities. – Filed herewith as Exhibit 2.
- 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. – Not Applicable.
- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed herewith as Exhibit 4.
- e. Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

- 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.
- (a)

- 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 an ADS thirty days before any change in the fee schedule.
- (b)

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 July 27, 2015.

Legal entity created by the agreement for the issuance of American Depositary Shares for shares of common stock, of Banco Santander Chile.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Slawomir Soltowski

Name: Slawomir Soltowski

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Banco Santander Chile has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Santiago, Republic of Chile on July 27, 2015.

BANCO SANTANDER CHILE

By: /s/ Claudio Melandri

Name: Claudio Melandri

Title: Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Claudio Melandri and Miguel Mata, and each of them severally, 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 July 27, 2015.

Signatures

Title

Name: Vittorio Corbo

Chairman and Director

/s/ Felipe Contreras

Name: Felipe Contreras

Chief Accounting Officer

/s/ Claudio Melandri

Name: Miguel Mata

Chief Financial Officer

/s/ Claudio Melandri

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Name: Claudio Melandri

Chief Executive Officer

Name: Oscar von Chrismar

Director

/s/ Roberto Méndez

Name: Roberto Méndez

Director

/s/ Juan Pedro Santa Maria

Name: Juan Pedro Santa Maria

Director

Name: Marco Colodro

Director

/s/ Mauricio Larraín

Name: Mauricio Larraín

Director

/s/ Víctor Arbulú

Name: Víctor Arbulú

Director

/s/ Lucía Santa Cruz

Name: Lucía Santa Cruz

Director

/s/ Lisandro Serrano

Name: Lisandro Serrano

Director

/s/ Orlando Poblete

Name: Orlando Poblete

Director

/s/ Roberto Zahler

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Name: Roberto Zahler

Director

/s/ Donald J. Puglisi

Name: Donald J. Puglisi

Authorized U.S. Representative

Title: Managing Director of Puglisi & Associates

INDEX TO EXHIBITS

Exhibit

Number Exhibit

Form of Deposit Agreement dated as of _____, 2015, among Banco Santander Chile, The Bank of New York Mellon as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder.

² Form of letter agreement among Banco Santander Chile and The Bank of New York Mellon relating to pre-release activities.

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