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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

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

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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<br>by American Depositary Receipts, each<br>American Depositary Share evidencing<br>ten common stock of Cresud S.A.C.I.F. y A. | 50,000,000<br>American<br>Depositary<br>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.

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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<br>American Depositary Receipt<br>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.

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\* 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

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

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INDEX TO EXHIBITS

Exhibit  
Number

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- (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.