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NESTLE SA
Form F-6EF
July 07, 2009

Registration No. 333 -
As filed with the Securities and Exchange Commission on July 7, 2009
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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

NESTLE S.A.
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

Switzerland
(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 10043
(212) 816-6690
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

Nestle USA, Inc.
800 North Brand Boulevard
Glendale, CA 91203
Attention: Don Gosline
(Address, including zip code, and telephone number, including area code, of
agent for service)

Copies to:

Ronald Cami, Esq.

David Frick, Esq.

Herman H. Raspe, Esq.

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Cravath, Swaine & Moore LLP
 Worldwide Plaza
 825 Eighth Avenue
 New York, New York 10019

Nestle S.A.
 Av. Nestle 55
 CH-1800 Vevey
 Switzerland

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 Offering Price** |
|---|-------------------------|--|---|
| American Depositary Shares, each American Depositary Share representing one (1) registered share of Nestle S.A. | 400,000,000 ADSs | \$5.00 | \$20,000,000.00 |

* 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.

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 This Registration Statement 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

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

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| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|--|--|
| 1. Name of depository and address of its principal executive office | Face of Receipt - Introductor |
| 2. Title of American Depositary Shares (the "ADSS") and identity of deposited securities | Face of Receipt - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depositary Share ("ADSS") | Face of Receipt - Upper right |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraph |
| (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 (15) and (16). |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (15) and (16) Reverse of Receipt - Paragraph |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraph (15) (provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSS | Face of Receipt - Paragraph (15) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (15), (16), (17), (18) and (19). |

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| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|--|--|
| (x) Limitation upon the liability of the Depository | Face of Receipt - Paragraph (18) Reverse of Receipt - Paragraph |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSS | Face of Receipt - Paragraph (18) |
| ITEM 2. AVAILABLE INFORMATION | Face of Receipt - Paragraph (18) |

The Company publishes the information contemplated in Rule 12g3-2(b)(2)(i)

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under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act") on its internet website or through an electronic information delivery system generally available to the public in the Company's primary trading market. As of the date hereof the Company's internet website is www.nestle.com. The information so published by the Company may not be in English, except that the Company is required, in order to maintain its exemption from the Exchange Act reporting obligations pursuant to Rule 12g3-2(b), to translate such information into English to the extent contemplated in Rule 12g3-2(b).

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PROSPECTUS

The Prospectus consists of the American Depositary Receipt (the "ADR") attached as Exhibit (a)(i) to this Registration Statement on Form F-6.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 3. EXHIBITS

- (a) (i) Form of ADR. -- Filed herewith as Exhibit (a)(i).
- (a) (ii) Second Amended and Restated Deposit Agreement, dated as of May 23, 2007 (the "Deposit Agreement"), by and among Nestle S.A. (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and the Holders and Beneficial Owners of American Depositary Shares issued thereunder. -- Previously filed as exhibit (a) to Registration Statement on Form F-6 (Reg. No. 333-150565) and incorporated herewith by reference.
- (b) Letter Agreement, dated July 2nd, 2008, by and between the Company and the Depositary. -- Filed herewith as Exhibit (b).
- (c) (i) Amended and Restated Rule 144A Deposit Agreement, dated as of June 15, 2004, by and among the Company, Citibank, N.A. as Rule 144A depositary (the "Rule 144A Depositary"), and all Holders and Beneficial Owners of Rule 144A American Depositary Receipts evidencing Rule 144A American Depositary Shares (the "Rule 144A ADSs") issued thereunder. -- Previously filed as exhibit (c)(i) to Registration Statement on Form F-6 (Reg. No. 333-150565) and incorporated herewith by reference.
- (c) (ii) Letter Agreement, dated as of June 15, 2004, between the Rule 144A Depositary and the Company, in respect of the termination of the Rule 144A Deposit Agreement, the cancellation of the Rule 144A American Depositary Shares issued thereunder and the exchange of Rule 144A ADSs for American Depositary

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Shares issued under the Deposit Agreement --
Previously filed as exhibit (c)(ii) to Registration
Statement on Form F-6 (Reg. No. 333-150565) and
incorporated herewith by reference.

- (d) Opinion of counsel for the Depositary as to the
legality of the securities to be registered. --
Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- Filed herewith as
Exhibit (e).
- (f) Powers of Attorney for certain officers and
directors and the authorized representative of the
Company. -- Set forth on the signature pages
hereto.

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 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.

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- (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 ADR thirty (30) 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
Second Amended and Restated Deposit Agreement, by and among Nestle S.A.,
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 July, 2009.

Legal entity created by the Second Amended
and Restated Deposit Agreement under which
the American Depositary Shares registered
hereunder are to be issued, each American
Depositary Share representing one (1)

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registered share of Nestle S.A.

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

By: /s/ Susanna Ansala

Name: Susanna Ansala
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Nestle S.A. 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 Vevey, Country of Switzerland, on June 29, 2009.

NESTLE S.A.

By: /s/ David P. Frick

Name: David P. Frick
Title: Member of the Executive Board

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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 Peter Brabeck-Letmathe, Paul Bulcke, James Singh, Hans Peter Frick and David Frick to act individually 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 he/she 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 as of June 25, 2009:

Signature Title

/s/ Peter Brabeck-Letmathe Chairman of the Board of Directors

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Name: Peter Brabeck-Letmathe

/s/ Paul Bulcke

Name: Paul Bulcke

Chief Executive Officer (Principal Executive Officer)

/s/ Andreas Koopmann

Name: Andreas Koopmann

Director

/s/ Rolf Hanggi

Name: Rolf Hanggi

Director

/s/ Jean-Pierre Meyers

Name: Jean-Pierre Meyers

Director

/s/ Beat W. Hess

Name: Beat W. Hess

Director

/s/ Andre Kudelski

Name: Andre Kudelski

Director

/s/ Daniel Borel

Name: Daniel Borel

Director

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Signature

Title

/s/ Carolina Muller-Mohl

Name: Carolina Muller-Mohl

Director

/s/ Naina Lal Kidwai

Name: Naina Lal Kidwai

Director

/s/ Jean-Rene Fourtou

Name: Jean-Rene Fourtou

Director

/s/ Steven G. Hoch

Name: Steven G. Hoch

Director

/s/ James Singh

Name: James Singh

Chief Financial Officer (Principal Financial and Accounting Officer)

/s/ Don Gosline

Name: Don Gosline

Authorized Representative in the United States

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Index to Exhibits

| Exhibit | Document | Sequentially Numbered Page |
|---------|--|--|
| ----- | ----- | ----- |
| (a) (i) | Form of ADR | |
| (b) | Letter Agreement, dated July 2nd, 2008 | |
| (d) | Opinion of counsel to the Depositary | |
| (e) | Certificate under Rule 466 | |
| (f) | Powers of Attorney | Set forth on the signature pages hereto. |