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VIVENDI
Form F-6EF
November 03, 2008

As filed with the Securities and Exchange Commission on November 3, 2008
File 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

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

FRANCE
(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)

CITIBANK, N.A. - DEPOSITARY RECEIPTS DEPARTMENT
388 Greenwich Street
New York, New York 10013
(212) 816-6690
(Name, address, including zip code, and telephone number, including area code
of agent for service)

Copies to:
Walter G. Van Dorn, Jr., Esq.
Thacher Proffitt & Wood LLP
Two World Financial Center
New York, New York 10281
(212) 912-7400

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

Amount to Proposed Maximum Pro

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Title of Each Class of Securities to be Registered	be Registered	Offering Price Per Unit*	Aggr
American Depositary Shares each representing one-fifth of one (1/5) share of common stock, par value 5.5 EUR each, of Vivendi S.A.	50,000,000 ADSs	\$5.00	

- * 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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt ("Receipt" Filed Herewith as Prospectus)
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory
2. Title of Receipts 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 ("ADS")	Face of Receipt - Upper right
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph
(iii) The procedure for collecting and distributing dividends	Face of Receipt - Paragraphs Reverse of Receipt - Paragraph
(iv) The procedure for transmitting notices, reports and proxy soliciting material	Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit arrangements	Reverse of Receipt - Paragraph provision for extension)

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- | | | |
|--------|--|-----------------------------|
| (viii) | The rights that holders of Receipts have to inspect the transfer books of the Depositary and the list of Receipt holders | Face of Receipt - Paragraph |
|--------|--|-----------------------------|

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- | | | |
|------|---|--|
| (ix) | Any restrictions on the right to transfer or withdraw the underlying securities | Face of Receipt - Paragraphs |
| (x) | Any limitation on the Depositary's liability | Face of Receipt - Paragraphs
Reverse of Receipt - Paragraph |
| 3. | Fees and charges that a holder of Receipts may have to pay, either directly or indirectly | Reverse of Receipt - Paragraph |

Item 2. AVAILABLE INFORMATION Reverse of Receipt - Paragraph 11

Based on the reasonable good faith belief of the Depositary, after exercising reasonable diligence, the registrant represents that, as of the date hereof, Vivendi S.A. (the "Company") publishes in English the information contemplated in Rule 12g3-2(b) under the U.S. 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.vivendi.com. The information so published by the Company cannot be retrieved from the Commission's internet website and cannot be inspected or copied at the public reference facilities maintained by the Commission.

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PROSPECTUS

IN ACCORDANCE WITH GENERAL INSTRUCTIONS III. B OF FORM F-6, THIS PAGE AND THE FORM OF AMERICAN DEPOSITARY RECEIPT ATTACHED AS AN EXHIBIT TO THIS F-6 REGISTRATION STATEMENT CONSTITUTE THE PROSPECTUS RELATING TO THE AMERICAN DEPOSITARY SHARES TO BE ISSUED PURSUANT TO THIS F-6 REGISTRATION STATEMENT.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) The agreement between Citibank, N.A., as depositary (the "Depositary"), and all holders and beneficial owners from time to time of American Depositary Shares registered hereunder. -- Filed herewith.

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(b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities. -- None.

(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. -- None.

(d) Opinion of Thacher Proffitt & Wood LLP, counsel for the Depositary, as to the legality of the securities to be registered. - Filed herewith.

(e) Certification under Rule 466. -- Filed herewith.

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 Receipts, 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) 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 a Receipt thirty days before any change in the fee schedule.

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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 November 3, 2008.

Legal entity created by the agreement set forth in the American Depositary Receipts evidencing American Depositary Shares representing shares of common stock, par value 5.5 EUR each, of Vivendi S.A.

CITIBANK, N.A., as Depositary

By: /s/ Susan A. Lucanto

Name: Susan A. Lucanto
Title: Vice President

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Index of Exhibits

Sequentially

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Exhibit -----	Document -----	Numbered Page -----
(a)	Form of ADR	
(d)	Opinion of Counsel to the Depositary	
(e)	Rule 466 Undertaking	