

O A O TATNEFT
Form F-6
April 29, 2009

As filed with the Securities and Exchange Commission on April 29, 2009. Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

OAO TATNEFT

(Also known as JSC Tatneft, AO Tatneft and Tatneft)

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

N/A

(Translation of issuer's name into English)

Russian Federation

(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, N.Y. 10286

(212) 495-1784

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

The Bank of New York Mellon

ADR Division

One Wall Street, 29th 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:

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.

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⁾ | Amount of registration fee |
|--|---|---|---|-----------------------------------|
| American Depositary Shares representing ordinary shares of OAO Tatneft | 500,000,000 American Depositary Shares | \$5.00 | \$25,000,000 | \$1,395.00 |

(1)

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

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 Global 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 Filed Herewith as Prospectus</u> |
|---|---|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner |
| (ii) The procedure for voting, if any, the deposited securities | Paragraphs (15) and (16) |
| (iii) The collection and distribution of dividends | Paragraph (12), (14) and (15) |
| (iv) The transmission of notices, reports and proxy soliciting material | Paragraphs (11), (15) and (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 | Paragraph (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), (6) and (8) |
| (x) Limitation upon the liability of the depositary | Paragraphs (13), (17), (18) and (23) |

3. Fees and Charges
Item - 2.

Paragraph (7)

Available Information

Public reports furnished by issuer

Paragraph (11)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

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Form of Amended and Restated Deposit Agreement dated as of _____, 2009 among OAO Tatneft, The Bank of New York Mellon, 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 herewith as Exhibit 4.

e.

Certification under Rule 466. Not Applicable.

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 depositary shares, 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 depositary shares 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 April 29, 2009.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of OAO Tatneft.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, OAO Tatneft has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Almet'yevsk, Republic of Tatarstan, Russian Federation on April 28, 2009.

OAO Tatneft

By: /s/ Shafagat F. Takhautdinov

Name: Shafagat F. Takhautdinov

Title: General Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on April 28, 2009.

/s/ Shafagat F. Takhautdinov

General Director, Member of the

Shafagat F. Takhautdinov

Board of Directors (principal executive officer)

/s/ Vladimir P. Lavuschenko

General Director of Economics, Member of the

Vladimir P. Lavuschenko

Board of Directors (principal financial officer)

/s/ Iskandar G. Garifullin

Chief Accountant (principal accounting officer)

Iskandar G. Garifullin

/s/ R.R. Gaizatullin

Member of the Board of Directors

R.R. Gaizatullin

/s/ R. Kh. Muslimov

Member of the Board of Directors

R. Kh. Muslimov

/s/ V.Y. Sorokin

Member of the Board of Directors

V.Y. Sorokin

/s/ M.Z. Taziev

Member of the Board of Directors

M.Z. Taziev

/s/ R.K. Sabirov

Member of the Board of Directors

R.K. Sabirov

/s/ S. Ghosh

Member of the Board of Directors

S. Ghosh

PUGLISI & ASSOCIATES

Authorized Representative in the United States

By: /s/ Gregory F. Lavelle

Gregory F. Lavelle

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- | | |
|---|--|
| 1 | Form of Amended and Restated Deposit Agreement dated as of _____, 2009, among OAO Tatneft, The Bank of New York Mellon, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |