

UNITED MICROELECTRONICS CORP

Form F-6

October 13, 2009

As filed with the U.S. Securities and Exchange Commission on October 13, 2009

Registration No. 333-

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

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

Taiwan, Republic of China  
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.  
(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004  
Telephone (212) 623-0636  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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Peter Courture  
Law +, P.C.  
978 Highlands Circle  
Los Altos, CA 94024, USA  
Telephone: (650) 968-8855  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, 44th Floor  
New York, New York 10022

Chris K.H. Lin, Esq.  
Simpson Thacher & Bartlett LLP  
ICBC Tower, 35th Floor, 3 Garden Road  
Central, Hong Kong

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 (2) | Amount of registration fee |
|---|--|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing five common shares of United Microelectronics Corporation | 100,000,000 American Depositary Shares | \$0.05  | \$5,000,000                                   | \$279                      |

(1) Each unit represents one American Depositary Share.

(2) 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.

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.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depository   | Introductory paragraph and bottom of face of American Depositary Receipt     |
| (2) Title of American Depositary Receipts and identity of deposited securities                                   | Face of American Depositary Receipt, top center                              |
| Terms of Deposit:  |  |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                         | Face of American Depositary Receipt, upper right corner                      |
| (ii) Procedure for voting, if any, the deposited securities  | Paragraph (12)   |
| (iii) Collection and distribution of dividends   | Paragraphs (4), (5), (7) and (10)  |
| (iv) Transmission of notices, reports and proxy soliciting material  | Paragraphs (3), (8) and (12)   |
| (v) Sale or exercise of rights   | Paragraphs (4), (5) and (10)   |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Paragraphs (4), (5), (10) and (13)   |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs (16) and (17)   |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depository and the list of Holders of ADRs | Paragraph (3)  |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                | Paragraphs (1), (2), (4), and (5)  |
| (x) Limitation upon the liability of the Depository  | Paragraph (14)   |

(3) Fees and Charges

Paragraph (7)

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Item 2. AVAILABLE INFORMATION

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (b) Statement that United Microelectronics Corporation 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 (8)  |

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Amended and Restated Deposit Agreement dated as of October 21, 2009 among United Microelectronics Corporation, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).
- (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 represented thereby. 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. Not Applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (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 American Depositary 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) 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 American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, 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 October 13, 2009.

Legal entity created by the form of Deposit Agreement  
for the issuance of ADRs evidencing American  
Depositary Shares

By: JPMORGAN CHASE BANK,  
N.A., as Depositary

By: /s/ Joseph M. Leinhauser  
Name: Joseph M. Leinhauser  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, United Microelectronics Corporation 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, on October 13, 2009.

United Microelectronics Corporation

|        |               |
|--------|---------------|
| By:    | /s/ Stan Hung |
| Name:  | Stan Hung     |
| Title: | Chairman      |



POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Shih-Wei Sun and Chitung Liu, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on October 13, 2009, in the capacities indicated.

SIGNATURES

| Signature                          | Title   |
|------------------------------------|---|
| /s/ Stan Hung<br>Stan Hung         | Chairman of the Board of Directors and Director   |
| /s/ Shih-Wei Sun<br>Shih-Wei Sun   | Director (Representative of Silicon Integrated Systems Corp.) and Chief Executive Officer |
| /s/ Wen-Yang Chen<br>Wen-Yang Chen | Director (Representative of Hsun Chieh Investment Co.) and Senior Vice President          |
| /s/ Po-Wen Yen<br>Po-Wen Yen       | Director (Representative of Hsun Chieh Investment Co.) and Senior Vice President          |
| /s/ Ting-Yu Lin<br>Ting-Yu Lin     | Director  |

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/s/ Chun-Yen Chang  
Chun-Yen Chang

Independent Director

/s/ Chung-Laung Liu  
Chung-Laung Liu

Independent Director

/s/ Paul S.C. Hsu  
Paul S.C. Hsu

Independent Director

/s/ Cheng-Li Huang  
Cheng-Li Huang

Independent Director

/s/ Chitung Liu  
Chitung Liu

Chief Financial Officer

/s/ Yen Huang  
Yen Huang

Accounting Division Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of United Microelectronics Corporation, has signed this Registration Statement in Form F-6 on October 13, 2009.

Law +, P.C.

By: /s/ Peter Courture  
Name: Peter Courture  
Title: Sole Director

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INDEX TO EXHIBITS

| Exhibit<br>Number | Sequentially<br>Numbered Page  |
|-------------------|--|
| (a)               | Form of Deposit Agreement.   |
| (d)               | Opinion of Ziegler, Ziegler & Associates LLP, counsel to the<br>Depository, as to the legality of the securities to be registered. |