

LUXOTTICA GROUP SPA
Form F-6 POS
January 30, 2019

Number: 333-132787

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

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

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

Italy
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100

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

Cara Londin, Esq.

Vice President and General Counsel North America

1 West 37th Street

New York, NY 10018

(516) 918-3188

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Deutsche Bank Trust Company Americas

60 Wall Street

New York, New York 10005

(212) 250-9100

It is proposed that this filing become effective under Rule 466

on **immediately upon filing** on ___ at ___ a.m. (EST)

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** | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share | N/A | N/A | N/A | N/A |

representing one Ordinary Share of LUXOTTICA GROUP
S.p.A.

*Each unit represents one American Depositary Share.

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
receipts evidencing American Depositary Shares.

This Post-Effective Amendment No. 2 to Registration Statement on Form F-6 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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Amendment No. 2 to the Amended and Restated Deposit Agreement filed as Exhibit (a)(3) to this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| <u>Item Number and Caption</u> | 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 article and bottom center |
| 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 | Face of Receipt, Upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Paragraphs (15), (16) and (18) |

| | |
|--|--|
| (iii) The collection and distribution of dividends | Paragraphs (4), (12), (13), (15) and (18) |
| (iv) The transmission of notices, reports and proxy soliciting material | Paragraphs (11), (15), (16) and (18) |
| (v) The sale or exercise of rights | Paragraphs (13), (14), (15) and (18) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (12), (13), (15), (17) and (18) |
| (vii) Amendment, extension or termination of the deposit arrangements | Paragraphs (20) and (21) (no provision for extensions) |
| (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), (8) and (22) |
| (x) Limitation upon the liability of the depositary | Paragraphs (14), (17), (18), (19) and (21) |
| 3. Fees and charges which may be imposed directly or indirectly against holders of Receipts | Paragraphs (7) and (8) |

Item 2. AVAILABLE INFORMATION

Statement that upon effectiveness of the termination of Luxottica Group S.p.A.'s reporting requirements under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Luxottica Group S.p.A. (the "Company") shall publish information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Exchange Act (the "Rule 12g3-2(b) exemption") on its Internet Web site (www.luxottica.com) or through an electronic information delivery system generally available to the public in its primary trading market and shall comply with the other requirements of the Rule 12g3-2(b) exemption.

Paragraph (11)

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

Amended and Restated Deposit Agreement (the "Deposit Agreement"), dated as of March , 2006, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all (a)(1) Owners and holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder. – Previously filed as exhibit (a)(1) to Registration Statement on Form F-6, Reg. No. 333-132787, filed on March 29, 2006.

Form of Amendment No. 1 to the Deposit Agreement (including the form of American Depositary Receipt to be (a)(2) issued thereunder, attached as Exhibit A thereto). – Previously filed as exhibit (a)(2) to Registration Statement on Form F-6, Reg. No. 333-132787, filed on June 16, 2017.

(a)(3) Form of Amendment No. 2 to the Deposit Agreement. – Filed herewith as Exhibit (a)(3).

(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 Company in effect at any time within the last three years. – Not Applicable.

(d) Opinion of counsel to the Depositary as to the legality of the securities being registered. – Previously filed as exhibit (d) to Registration Statement on Form F-6, Reg. No. 333-132787, filed on March 29, 2006.

(e) Certification under Rule 466. – Not Applicable.

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. – Set forth on the signature pages to Registration Statement on Form F-6, Reg. No. 333-132787, filed on June 16, 2017.

Item 4. UNDERTAKINGS

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(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 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 30 days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Amended and Restated Deposit Agreement previously filed as Exhibit (a) to this Registration Statement on Form F-6, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary, and all Owners and holders from time to time of American Depositary Shares evidenced by American Depositary Receipts 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 Post-Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on January 29, 2019.

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

Deutsche Bank Trust Company
Americas, solely in its capacity
as Depositary

By: /s/ Michael Fitzpatrick
Name: Michael Fitzpatrick
Title: Vice President

By: /s/ Rohan Bridgett
Name: Rohan Bridgett
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Luxottica Group S.p.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 Post-Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milan, Italy on January 29, 2019.

LUXOTTICA GROUP S.p.A.

By: /s/ Stefano Grassi
Name: Stefano Grassi
Title: Executive Director and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on January 29, 2019.

| <u>Name</u> | <u>Title</u> |
|-----------------------------|--|
| * LEONARDO DEL VECCHIO | Executive Chairman |
| * LUIGI FRANCAVILLA | Deputy Chairman |
| * FRANCESCO MILLERI | Deputy Chairman and C.E.O. (Principal Executive Officer) |
| * STEFANO GRASSI | Executive Director and Chief Financial Offer (Principal Financial and Accounting Officer) |
| MARCO GIORGINO | Director |
| * ELISABETTA MAGISTRETTI | Director |
| * MARIA PIERDICCHI | Director |

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SABRINA PUCCI
Director

KARL HEINZ SALZBURGER
Director

*
LUCIANO SANTEL
Director

CRISTINA SCOCCHIA
Director

*
ANDREA ZAPPIA
Director

Stefano Grassi, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 on behalf of the above-indicated directors and officers of the Registrant pursuant to the power of attorney filed with the Commission.

*By: /s/ Stefano Grassi

Name: Stefano Grassi

Title: Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES OF THE REGISTRANT

Pursuant to the requirements of the United States Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Luxottica Group S.p.A., has signed this Post-Effective Amendment No. 2 to Registration Statement on Form F-6 on January 29, 2019.

By: /s/ Cara Londin

Name: Cara Londin

Title: Authorized Representative

INDEX TO EXHIBITS

Exhibit Number

(a)(3) Form of Amendment No. 2 to Amended and Restated Deposit Agreement