

TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD

Form F-6EF

May 08, 2007

As filed with the Securities and Exchange Commission on May 8, 2007  
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, AS AMENDED,  
FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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

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TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED  
(Translation of issuer's name into English)

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The Republic of China  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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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)

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TSMC North America  
2585 Junction Avenue  
San Jose, CA 95134 USA  
(408) 382-8000  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copies to:

David Meredith, Esq.

Patricia Brigantic, Esq.

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Anthony S. Wang, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue,  
New York, NY 10153  
(212)-310-8000

Citibank, N.A.  
388 Greenwich Street -17th Floor  
New York, New York 10013

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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

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| Title of Each Class of Securities to be Registered   | Amount to be Registered* | Proposed Maximum Aggregate Offering Price Per Unit ** | M O |
|--|--------------------------|---|-----|
| American Depositary Shares ("ADSs"), each ADS representing five (5) Common Shares, par value NT\$10 each, of Taiwan Semiconductor Manufacturing Company Limited. | 200,000,000              | \$5.00  |     |

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\* An additional 960,000,000 American Depositary Shares were previously registered under Registration Statement Nos. 333-7610, 333-9676, 333-11958, 333-14230, 333-123814 and 333-126397 which are each being amended hereby.

\*\* 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 such receipts evidencing such American Depositary Shares.

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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PROSPECTUS

The Prospectus consists of the form of American Depositary Receipt included as Exhibit A to the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement and incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption<br>-----  | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|---|---|
| 1. Name of Depository and address of its principal executive office                 | Face of Receipt - Introductory paragraph  |
| 2. Title of Receipts and identity of deposited securities                           | Face of Receipt - Top center and introductory paragraph   |
| Terms of Deposit:   |   |
| (i) The amount of deposited securities represented by one American Depository Share | Face of Receipt - Upper right corner  |
| (ii) The procedure for voting, if any, the deposited securities                     | Reverse of Receipt - Paragraphs (18) and (19)   |
| (iii) The collection and distribution of dividends                                  | Face of Receipt - Paragraphs (2) (6), (8) and (10)<br>Reverse of Receipt - Paragraphs (17)              |
| (iv) The transmission of notices, reports and proxy soliciting material             | Reverse of Receipt - Paragraph (17)   |

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| Item Number and Caption<br>-----   | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|--|---|
| (v) The sale or exercise of rights   | Face of Receipt - Paragraphs (5) and (6)<br>Reverse of Receipt - Paragraph (17)                         |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (4) and (6)<br>Reverse of Receipt - Paragraphs (17) and (20)               |
| (vii) Amendment, extension or termination of the deposit agreement                                 | Reverse of Receipt - Paragraphs (17) and (26) (no provision for extension)                              |

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|         |   |  |
|---------|---|--|
| (viii)  | Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Reverse of Receipt - Paragraph ( )                     |
| (ix)    | Restrictions upon the right to deposit or withdraw the underlying securities                                      | Face of Receipt - Paragraphs (2) (3), (5), (6) and (7) |
| (x)     | Limitation upon the liability of the depository   | Reverse of Receipt - Paragraph (23)                    |
| 3.      | Fees and charges which may be imposed directly or indirectly on holders of Receipts                               | Face of Receipt - Paragraph (9)                        |
| Item 2. | AVAILABLE INFORMATION   | Face of Receipt - Paragraph (15)                       |

2(b) Taiwan Semiconductor Manufacturing Company Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports and other information can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at 100 F. Street, N.E, Washington D.C. 20549.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 3. EXHIBITS

(a) Amended and Restated Deposit Agreement, dated as of April 13, 2005, as further amended and restated as of November 30, 2005, among Taiwan Semiconductor Manufacturing Company Limited (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depository Shares evidenced by the American Depository Receipts issued thereunder. -- Filed herewith as Exhibit (a).

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

(c) Every material contract relating to the deposited securities between the Depository and the Company in effect within the last three years. -- None.

(d) Opinion of Patricia Brigantic, counsel for the Depository, as to the legality of the securities 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 of the Company. -- Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

(a) The Depositary 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.

(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 Amended and Restated Deposit Agreement, dated as of April 13, 2005, as further amended and restated as of November 30, 2005, among Taiwan Semiconductor Manufacturing Company Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners 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 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 8th day of May, 2007.

Legal entity created by the Amended and Restated Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares issued thereunder, each American Depositary Share representing five (5) Common Shares, par value NT \$10.00 per share, of Taiwan Semiconductor Manufacturing Company Limited.

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

By: /s/ Emi Mak

-----  
Name: Emi Mak  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Taiwan Semiconductor Manufacturing Company Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form

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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 Taipei, Taiwan on this 8th day of May, 2007.

TAIWAN SEMICONDUCTOR MANUFACTURING  
COMPANY LIMITED

By: /s/ Lora Ho

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Name: Lora Ho  
Title: Vice President and Chief  
Financial Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lora Ho, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments and supplements to this Registration Statement on Form F-6, 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 for all intents and purposes as each such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 on May 8, 2007.

| Signature                                 | Title   |
|---|---|
| /s/ Morris Chang<br>-----<br>Morris Chang | Chairman  |
| /s/ F.C. Tseng<br>-----<br>F.C. Tseng     | Director and Vice Chairman                      |
| /s/ Rick Tsai<br>-----<br>Rick Tsai       | Director, President and Chief Executive Officer |
| /s/ Chintay Shih<br>-----<br>Chintay Shih | Director  |

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/s/ Stan Shih

-----  
Stan Shih

Director

-----  
Lester Carl Thurow

Director

-----  
Sir Peter Leahy Bonfield

Director

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-----  
Carleton (Carly) S. Fiorina

Director

/s/ Lora Ho

-----  
Lora Ho

Vice President, Chief Financial Officer and  
Spokesperson

/s/ Jessica Chou

-----  
Jessica Chou

Chief Accounting Officer or Controller

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SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES OF  
TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LIMITED

Pursuant to the Securities Act of 1933, as amended, the undersigned,  
the duly authorized representative in the United States of Taiwan Semiconductor  
Manufacturing Company Limited has signed the Registration Statement in San Jose,  
California, on this 8th day of May, 2007.

TSMC NORTH AMERICA

By: /s/ Scott Hover-Smoot

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Name: Scott Hover-Smoot  
Title: Regional Counsel

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Index to Exhibits

Exhibit

Document

Sequentially  
Numbered Page

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- (a) Amended and Restated Deposit Agreement, dated as of April 13, 2005, as further amended and restated as of November 30, 2005
- (d) Opinion of counsel to the Depositary
- (e) Certification under Rule 466