

WOORI FINANCE HOLDINGS CO LTD

Form F-6

October 15, 2014

As filed with the Securities and Exchange Commission on
October 15, 2014

Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

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

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

The Republic of Korea
(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
(877) 248-4237
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Woori Bank New York Agency
245 Park Avenue, 43st Floor
New York, NY 10043
(212) 949-1900
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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New York, New York 10036
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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 : x

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 F |
|--|--|--|---|--------------------------|
| American Depositary Shares ("ADSs"), each ADS representing three (3) common shares of Woori Bank | 100,000,000 American Depositary Shares | \$5.00 | \$5,000,000.00 | \$581.00 |

* 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.

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 this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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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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 Depository Receipt ("Receipt") Filed Herewith as Prospectus |
|--|--|
| 1. Name of Depositary and address of its principal executive office | Face of Receipt - Introductory Article and final sentence on face. |
| 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 corner. |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraphs (13) and (14). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph (12). |
| (iv) The transmission of notices, reports and proxy soliciting material | Reverse of Receipt Paragraphs (13) and (16). |
| (v) The sale or exercise of rights | Reverse of Receipt – Paragraphs (12) and (13). |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraph (3); Reverse of Receipt - Paragraphs (12) and (15). |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraphs (21) and (22) (no provision for extensions). |

| | |
|--|--|
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs | Reverse of Receipt - Paragraph (16). |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt – Paragraphs (2), (3), (4) and (5). Reverse of Receipt - Paragraphs (7) and (10). |
| (x) Limitation upon the liability of the Depositary | Face of Receipt - Paragraph (5); Reverse of Receipt - Paragraphs (8), (15), (18) and (22). |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Reverse of Receipt - Paragraph (7). |
| Item 2. AVAILABLE INFORMATION | Reverse of Receipt - Paragraph (11). |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and furnishes certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission located (as of the date of the Deposit Agreement) at 100 F Street, N.E., Washington, D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among Woori Bank (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). ___ 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. ___ 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 counsel for the Depositary as to the legality of the securities to be registered. ___ Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. ___ None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. ___ Set forth on the signature pages hereto.

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 ADSs, 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 ADS thirty (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Deposit Agreement, by and among Woori Bank, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares to be 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 15th day of October, 2014.

Legal entity to be created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing three (3) common shares of Woori Bank

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

By: /s/ Keith Galfo
Name: Keith Galfo
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Woori Bank has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Seoul, South Korea, on October ---15, 2014.

WOORI BANK

By: /s/ Soon-Woo Lee
Name: Soon-Woo Lee
Title: President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Soon-Woo Lee, Ki-Myung Nam and Sung-Wook Lee, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on October 15, 2014.

| Name | Title |
|------------------------------------|---|
| /s/ Soon-Woo Lee Soon-Woo Lee | Director, President and Chief Executive Officer |
| /s/ Dong-Gun Lee Dong-Gun Lee | Deputy President |
| /s/ Ki-Myung Nam Ki-Myung Nam | Executive Vice President, Chief Financial Officer and Chief Accounting Officer |
| /s/ Soon-Jae Hong Soon-Jae Hong | Woori Bank New York Agency Authorized Representative in the United States |

/s/ Sang-Keun Oh
Sang-Keun Oh

Outside Director

/s/ Kang-Shik Choi
Kang-Shik Choi

Outside Director

/s/ Seong-Yeal Lim
Seong-Yeal Lim

Outside Director

/s/ Min Chang
Min Chang

Outside Director

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Index to Exhibits

| Exhibit | Document | Sequentially Numbered Page |
|---------|--------------------------------------|-------------------------------|
| (a) | Form of Deposit Agreement | |
| (d) | Opinion of counsel to the Depositary | |