

SCOR  
Form F-6  
February 20, 2013

As filed with the Securities and Exchange Commission on February 20, 2013

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM F-6**  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933  
For American Depositary Shares

of

**SCOR SE**  
(Exact name of issuer of deposited securities as specified in its charter)  
**N/A**  
(Translation of issuer's name into English)

**FRANCE**  
(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 depositary's principal executive offices)

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**The Bank of New York Mellon**

**ADR Division**  
**One Wall Street, 11<sup>th</sup> 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:**

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

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<br>of Securities to be registered   | Amount to be<br>registered                   | <b>Proposed<br/>maximum<br/>aggregate price<br/>per unit <sup>(1)</sup></b> | <b>Proposed<br/>maximum<br/>aggregate offering<br/>price <sup>(1)</sup></b> | Amount of<br>registration fee |
|---|--|---|---|-------------------------------|
| <b>American Depositary Shares, each<br/>American Depositary Share<br/>representing Ordinary Shares of<br/>SCOR SE</b> | 100,000,000<br>American<br>Depositary Shares | \$5.00  | \$5,000,000   | \$682.00                      |

<sup>1</sup> 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.**

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-05684 and 333-112953).

The prospectus consists of the proposed form of American 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

| Item Number and Caption  | Location in Form of<br>Receipt<br><u>Filed Herewith as</u><br><u>Prospectus</u> |
|--|---|
| 1. Name and address of depositary  | Introductory Article  |
| 2. Title of American Depositary Shares and identity of deposited securities                                      | Face of Receipt, top center   |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one unit of American Depositary Shares ("ADSs")            | Face of Receipt, upper right corner   |
| (ii) The procedure for voting, if any, the deposited securities  | Articles number 15, 16 and 18   |
| (iii) The collection and distribution of dividends   | Articles number 4, 12, 14, 15 and 18  |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15, 16, 17, 18 and 22                                       |
| (v) The sale or exercise of rights   | Articles number 13, 14, 15 and 18   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization               | Articles number 12, 14, 15, 17 and 18   |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21   |
| (viii) Rights of holders of ADSs to inspect the transfer books of the depositary and the list of holders of ADSs | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities                                | Articles number 2, 3, 4, 5, 6 and 8   |
| (x) Limitation upon the liability of the depositary  | Articles number 13, 18, 19, 21 and 23   |
| 3. Fees and Charges  | Articles number 7 and 8   |

Item - 2. Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2013 among SCOR SE, 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 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 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 ADSs 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 February 20, 2013.

Legal entity created by the agreement for the issuance of American Depositary Shares for Ordinary Shares of SCOR SE.

By:

The Bank of New York Mellon,  
As Depositary

By: /s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, SCOR SE has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on February 20, 2013.

SCOR SE

By: /s/ Denis Kessler

Name: Denis Kessler

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 20, 2013.

|                   |                                |
|-------------------|--------------------------------|
| /s/ Denis Kessler | /s/ Maxine Verne               |
| Denis Kessler     | Maxine Verne                   |
| Director          | Authorized U.S. Representative |

|                   |                              |
|-------------------|------------------------------|
| /s/ Claude Tendil | /s/ Christopher Wing         |
| Claude Tendil     | Christopher Wing             |
| Director          | Principal Accounting Officer |

|                    |                             |
|--------------------|-----------------------------|
| /s/ Gérard Andreck | /s/ Paolo De Martin         |
| Gérard Andreck     | Paolo De Martin             |
| Director           | Principal Financial Officer |

|              |                             |
|--------------|-----------------------------|
| Peter Eckert | /s/ Denis Kessler           |
| Director     | Denis Kessler               |
|              | Principal Executive Officer |

|                |                  |
|----------------|------------------|
| Daniel Lebègue | /s/ Daniel Valot |
| Director       | Daniel Valot     |
|                | Director         |

|                       |                  |
|-----------------------|------------------|
| /s/ Monica Mondardini | /s/ Charles Gave |
| Monica Mondardini     | Charles Gave     |
| Director              | Director         |

/s/ Kevin J. Knoer  
Kevin J. Knoer  
Director



/s/ Guillaume Sarkozy  
Guillaume Sarkozy  
Director

/s/ Guylaine Saucier  
Guylaine Saucier  
Director

/s/ Jean-Claude Seys  
Jean-Claude Seys  
Director

INDEX TO EXHIBITS

Exhibit  
Letter Exhibit

- |   |   |
|---|---|
| 1 | Form of Amended and Restated Deposit Agreement dated as of _____, 2013, among SCOR SE, 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.  |

