

GERDAU S.A.  
Form F-6EF  
April 08, 2011

As filed with the Securities and Exchange Commission on April 8, 2011

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 American Depositary Shares

of

GERDAU S.A.

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

N/A

(Translation of issuer's name into English)

BRAZIL

(Jurisdiction of incorporation or organization of issuer)

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**THE BANK OF NEW YORK MELLON**

(Exact name of depository as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29th 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:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

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**

<b>Title of each class of Securities to be</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate</b>	<b>Proposed maximum aggregate</b>	<b>Amount of registration</b>
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<b>registered</b>		<b>price per unit <sup>(1)</sup></b>	<b>offering price <sup>(1)</sup></b>	<b>fee</b>
<b>American Depositary Shares, each American Depositary Share representing Preferred Shares, of Gerdau S.A.</b>	<b>500,000,000 American Depositary Shares</b>	<b>\$5.00</b>	<b>\$25,000,000</b>	<b>\$2902.50</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

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The prospectus consists of the proposed Form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 5, 12, 13, 14, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depositary and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit of

Articles number 2, 3, 4, 5, 6, 8 and

withdraw the underlying securities

22

(x) Limitation upon the liability of the depositary

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of dated as of September 18, 1997, as amended and restated as of March 8, 1999, and as further amended and restated as of May 7, 2003, and as further amended and restated as of December 2, 2008, among Gerdau S.A., 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.

Letter agreement among Gerdau S.A. and The Bank of New York Mellon relating to pre-release activities. - Filed herewith as Exhibit 2.

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) and (b) 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. - Filed herewith as Exhibit 5.

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 an ADS thirty days before any change in the fee schedule.

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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 April 8, 2011.

Legal entity created by the agreement for the issuance of American Depositary Shares for Preferred Shares, of Gerdau S.A.

By:

The Bank of New York Mellon,

As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, GERDAU S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Porto Alegre, Brazil on April 8, 2011.

**GERDAU S.A.**

By: /s/ Osvaldo B. Shirmer

Name: Osvaldo B. Shirmer

Title: Executive Vice President

By: /s/ Expedito Luz

Name: Expedito Luz

Title: Executive Vice President

Each person whose signature appears below hereby constitutes and appoints Osvaldo Burgos Schirmer and André Bier Gerdau Johannpeter, 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



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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 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 by the following persons in the capacities indicated on April 8, 2011.

/s/ Jorge Gerdau Johannpeter  
Jorge Gerdau Johannpeter  
Chairman of the Board

/s/ Claudio Johannpeter  
Claudio Johannpeter  
Executive Vice President, COO and Board Member

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Germano Hugo Gerdau Johannpeter  
Vice Chairman of the Board

/s/ Osvaldo Burgos Schirmer  
Osvaldo Burgos Schirmer  
Executive Vice President and CFO  
(principal financial and accounting officer)

/s/ Klaus Gerdau Johannpeter  
Klaus Gerdau Johannpeter  
Vice Chairman of the Board

/s/ André Bier Gerdau Johannpeter  
André Bier Gerdau Johannpeter  
President, CEO and Board Member  
(principal executive officer)

/s/ Frederico Carlos Gerdau Johannpeter  
Frederico Carlos Gerdau Johannpeter  
Vice Chairman of the Board

/s/ Oscar de Paula Bernardes Neto  
Oscar de Paula Bernardes Neto  
Independent Board Member

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André Pinheiro de Lara Resende  
Independent Board Member

/s/ Affonso Celso Pastore  
Affonso Celso Pastore  
Independent Board Member

Puglisi & Associates

/s/ Gregory F. Lavelle  
Gregory F. Lavelle  
Authorized U.S. Representative

/s/ Expedito Luz  
Expedito Luz  
Secretary-General

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

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Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.

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