

PETROBRAS - PETROLEO BRASILEIRO SA
Form 8-A12B
January 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

PETRÓLEO BRASILEIRO S.A. -

PETROBRAS

(Exact name of registrant as specified in its charter)

**BRAZILIAN PETROLEUM
CORPORATION PETROBRAS**

(Translation of registrant's name into English)

FEDERATIVE REPUBLIC OF BRAZIL
(Jurisdiction of Incorporation or Organization)

Avenida República do Chile, 65

20031-912 Rio de Janeiro RJ,

PETROBRAS GLOBAL

FINANCE B.V.

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of registrant's name into English)

THE NETHERLANDS
(Jurisdiction of Incorporation or Organization)

Weenapoint Toren A

Weena 722

Brazil

3014 DA Rotterdam

The Netherlands

(Address of principal executive offices)

(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file numbers to which this form relates: 333-206660 and 333-206660-01

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which |
|---|---|
| 6.125% Global Notes due 2022 (the 2022 Notes) | Each Class is to be Registered New York Stock Exchange |
| 7.375% Global Notes due 2027 (the 2027 Notes) | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrants Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information under the heading

Description of Debt Securities on pages 12 through 27 of the Prospectus dated August 28, 2015 included in the Registration Statement on Form F-3 of Petrobras Global Finance B.V. (the Company or PGF) and Petróleo Brasileiro S.A. Petrobras (Guarantor or Petrobras) (Registration Nos. 333-206660-01 and 333-206660), as supplemented by the information under the headings Risk Factors Risks Relating to PGF s Debt Securities , Description of the Notes and Description of the Guaranties on pages S-17 through S-18, S-25 through S-36 and S-37 through S-44, respectively, of the related Prospectus Supplement of the Company and the Guarantor, dated January 9, 2017, which information is incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

99 (A). Prospectus dated as of August 28, 2015, incorporated by reference to the Registration Statement on Form F-3 filed with the SEC by the Company and the Guarantor on August 28, 2015 (Registration Nos. 333-206660-01 and 333-206660).

99(B). Prospectus Supplement dated as of January 9, 2017, incorporated by reference to the SEC filing pursuant to Securities Act Rule 424(b)(2) by the Company and the Guarantor on January 11, 2017.

99 (C). Indenture between the Company and The Bank of New York Mellon (the Trustee) dated as of August 29, 2012, incorporated by reference to Exhibit 4.5 of the Registration Statement on Form F-3 of the Company and the Guarantor filed on August 29, 2012 (Registration Nos. 333-183618-01 and 333-183618).

99 (D). Guaranty for the 2022 Notes dated as of January 17, 2017, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.1 of the Report on Form 6-K furnished by the Guarantor to the SEC on January 17, 2017.

99 (E). Twenty-Third Supplemental Indenture dated as of January 17, 2017, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.2 of the Report on Form 6-K furnished by the Guarantor to the SEC on January 17, 2017.

99 (F). Form of 6.125% Global Notes due 2022 incorporated by reference to Exhibit 4.3 of the Report on Form 6-K furnished by the Guarantor to the SEC on January 17, 2017.

99 (G). Guaranty for the 2027 Notes dated as of January 17, 2017, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.4 of the Report on Form 6-K furnished by the Guarantor to the SEC on January 17, 2017.

99 (H). Twenty-Fourth Supplemental Indenture dated as of January 17, 2017, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.5 of the Report on Form 6-K furnished by the Guarantor to the SEC on January 17, 2017.

99 (I). Form of 7.375% Global Notes due 2027 incorporated by reference to Exhibit 4.6 of the Report on Form 6-K furnished by the Guarantor to the SEC on January 17, 2017.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

PETRÓLEO BRASILEIRO S.A.
PETROBRAS
(Registrant)

By: /s/ Larry Carris Cardoso
Name: Larry Carris Cardoso
Title: Funding General Manager

PETROBRAS GLOBAL FINANCE B.V.
(Registrant)

By: /s/ Bianca Nasser Patrocínio
Name: Bianca Nasser Patrocínio
Title: Corporate Finance Manager

Date: January 17, 2017

INDEX TO EXHIBITS

| Exhibit No. | Exhibit |
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