

ULTRAPAR HOLDINGS INC  
Form F-6 POS  
August 15, 2011

**As filed with the Securities and Exchange Commission on August 15, 2011. Registration No. 333-172398**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**ULTRAPAR PARTICIPAÇÕES S.A.**

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

**Ultrapar Holdings Inc.**

(Translation of issuer's name into English)

Federative Republic of Brazil

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

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(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, 29<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:

**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 August 22, 2011 at 9:00 AM EST.

If a separate registration statement has been filed to register the deposited shares, check the following box.

**Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depository Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-10818).**

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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.

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## PART I

### INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u>   | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|--|---|
| 1.   | Introductory Article  |
| Name and address of depositary   |   |
| 2.   | Face of Receipt, top center   |
| Title of American Depositary Receipts and identity of deposited securities   |   |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts                           | 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, 13, 14, 15 and 18                            |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15, 16, 17 and 18                               |
| (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, 13, 15, 17 and 18                               |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6, 8, 14 and 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 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2011 among Ultrapar Participações S.A., The Bank of New York Mellon, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Letter 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 previously.

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 depositary shares, 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 depositary shares thirty days before any change in the fee schedule.

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SIGNATURES

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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 August 15, 2011.

Legal entity created by the agreement for the issuance of depositary shares representing common shares of Ultrapar Participações S.A.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, Ultrapar Participações S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Sao Paulo, Brazil, on August 15, 2011.

**Ultrapar Participações S.A.**

By: /s/ Pedro Wongtschowski

Name: Pedro Wongtschowski

Title: Chief Executive Officer

By: /s/ André Covre

Name: André Covre

Title: Chief Financial and Investor Relations Officer

Each person whose signature appears below hereby constitutes and appoints Pedro Wongtschowski and André Covre, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her 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 or her name and on his or her 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 August 15, 2011.

/s/ Paulo Guilherme Aguiar Cunha

Chairman of the Board of Directors

Paulo Guilherme Aguiar Cunha

/s/ Lucio de Castro Andrade Filho



Vice Chairman of the Board of Directors

Lucio de Castro Andrade Filho

/s/ Ana Maria Levy Villela Igel

Director

Ana Maria Levy Villela Igel

/s/ Nildemar Secches

Director

Nildemar Secches

/s/ Renato Ochman

Director

Renato Ochman

/s/ Pedro Wongtschowski

Chief Executive Officer

Pedro Wongtschowski

/s/ André Covre

Chief Financial and Investor Relations Officer

André Covre

/s/ Roberto Kutschat

Corporate Controller (principal accounting officer)

Roberto Kutschat

**AUTHORIZED U.S. REPRESENTATIVE**

PUGLISI & ASSOCIATES

/s/ Donald J. Puglisi

Donald J. Puglisi

Authorized U.S. Representative

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INDEX TO EXHIBITS

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Exhibit

Number

Exhibit

- |   |   |
|---|---|
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| 2 | Form of letter relating to pre-release activities.  |
| 5 | Certification under Rule 466.   |