

WIMM-BILL-DANN FOODS OJSC/ADR  
Form F-6 POS  
October 19, 2009

Registration No. 333-14282

As Filed with the Securities and Exchange Commission on October 19, 2009

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UNITED STATES  
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 AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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WIMM-BILL-DANN FOODS OJSC  
(Exact name of issuer of deposited securities as specified in its charter)

The Russian Federation  
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS  
(Exact name of depositary as specified in its charter)

60 Wall Street  
New York, New York 10005  
(212) 250- 9100  
(Address, including zip code, and telephone number, including area code of depositary's principal executive offices)

Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19715  
(302) 738-6680  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
Deutsche Bank Trust Company Americas  
60 Wall Street  
New York, New York 10005  
(212) 250-9100

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 of Securities to be Registered  | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit(1) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|-------------------------|--|--|----------------------------|
| American Depositary Shares (“ADSs”) evidenced by American Depositary Receipts, each ADS representing one-fourth of one ordinary share of Wimm-Bill-Dann Foods OJSC. | N/A                     | N/A  | N/A  | N/A                        |

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Amendment to Deposit Agreement filed as Exhibit (a)(2) to this Post-Effective Amendment No. 1 to the Registration Statement on Form F-6, which is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference Sheet

| Item, Number and Caption   | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| 1. Name and address of Depository  | Face of American Depositary Receipt, Introductory Paragraph                  |
| 2. Title of American Depositary Receipts and identity of deposited securities                      | Face of American Depositary Receipt, before Introductory Paragraph           |
| Terms of Deposit:  |  |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts     | Face of American Depositary Receipt, top center                              |
| (ii) The procedure for voting, if any, the deposited securities                                    | Paragraphs 15 and 16   |
| (iii) The collection and distribution of dividends   | Paragraphs 12, 14 and 15   |
| (iv) The transmission of notices, reports and proxy soliciting material                            | Paragraphs 11, 15 and 16   |
| (v) The sale or exercise of rights   | Paragraph 13   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs 12 and 17   |

|  |  |
|--|--|
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs 20 and 21   |
| (viii) Rights of holders of American Depositary Receipts to inspect the transfer books of the Depositary and the list of holders of American Depositary Receipts | Paragraph 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Face of American Depositary Receipt, Paragraphs 2, 3, 4, 6 and 8 |
| (x) Limitation upon the liability of the Depositary  | Paragraphs 13, 18 and 25   |
| 3. Fees and Charges  | Paragraph 7  |

Item - 2. AVAILABLE INFORMATION

|   |  |
|---|--|
| Item, Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
| Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission – and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph 11   |

PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Deposit Agreement, dated as of January 17, 2002, among Wimm-Bill-Dann Foods OJSC (the “Company”), Deutsche Bank Trust Company Americas, as deposi–tary (the “Depositary”), and holders and beneficial owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder (the “Deposit Agreement”). Previously filed.
- (a)(2) Form of Amendment to Deposit Agreement, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a)(2).
- (b) Any other agreement to which the Depositary is a party relating to the issu–ance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. 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. Not Applicable.
- (d) Opinion of Cleary, Gottlieb, Steen & Hamilton, counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).

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 American Depositary Receipts, any reports and communications received from the Company 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 Company.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary under–takes 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 under–takes to notify each registered holder of an American Depositary Receipt thirty (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, by and among Wimm-Bill-Dann Foods OJSC, Deutsche Bank Trust Company Americas, as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts 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 Post-Effective Amendment to 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 October 19, 2009.

Legal entity created by the Deposit Agreement  
for the issuance of American Depositary  
Receipts evidencing American Depositary  
Shares, each representing one-fourth of one  
ordinary shares of Wimm-Bill-Dann Foods  
OJSC

Deutsche Bank Trust Company Americas,  
solely in its capacity as Depositary

By: /s/ James Kelly  
Name: James Kelly  
Title: Vice President

By: /s/ Mike Curran  
Name: Mike Curran  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Moscow, Russian Federation, on October 19, 2009.

WIMM-BILL-DANN FOODS OJSC

By: /s/ Tony D. Maher  
Name: Tony D. Maher  
Title: Chief Executive Officer and Chairman  
of the Management Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on October 19, 2009.

| Signature                                     | Title  |
|---|--|
| /s/David Iakobachvili<br>David Iakobachvili   | Chairman   |
| /s/Tony D. Maher<br>Tony D. Maher             | Chief Executive Officer and<br>Chairman of the Management<br>Board |
| /s/Sergei A. Plastinin<br>Sergei A. Plastinin | Director   |
| /s/Guy de Selliers<br>Guy de Selliers         | Director   |
| /s/Mikhail V. Dubinin<br>Mikhail V. Dubinin   | Director   |
| /s/Igor V. Kostikov<br>Igor V. Kostikov       | Director   |

|  |                                |
|--|--------------------------------|
| /s/Michael A. O'Neill<br>Michael A. O'Neill  | Director                       |
| /s/Alexander S. Orlov<br>Alexander S. Orlov  | Director                       |
| /s/Markus J. Rhodes<br>Marcus J. Rhodes      | Director                       |
| /s/Jacques Vincent<br>Jacques Vincent        | Director                       |
| /s/Evgeny G. Yasin<br>Evgeny G. Yasin        | Director                       |
| /s/Gavril A. Yushvaev<br>Gavril A. Yushvaev  | Director                       |
| /s/Dmitry V. Ivanov<br>Dmitry V. Ivanov      | Chief Financial Officer        |
| /s/Donald J. Puglisi<br>Puglisi & Associates | Authorized U.S. Representative |



INDEX TO EXHIBITS

Exhibit  
Number

Sequentially  
Numbered Page

(a)(2) Form of Amendment to Deposit Agreement

(e)Rule 466 Certification