

PETROBRAS - PETROLEO BRASILEIRO SA
Form 8-A12B
May 20, 2013

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

20035-900 – Rio de Janeiro – RJ,

Brazil

(55-21) 3224-4477

(Address of principal executive offices)

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

3014 DA Rotterdam

The Netherlands

31 (0) 10 206-7000

(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

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

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General Instruction A.(c), please check the following box. x

General Instruction A.(d), please check the following box. p

Securities Act registration statement file numbers to which this form relates: **333-183618 and 333-183618-01**

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 Each Class is to be Registered |
|--|--|
| 2.000% Global Notes due 2016 | New York Stock Exchange |
| 3.000% Global Notes due 2019 | New York Stock Exchange |
| 4.375% Global Notes due 2023 | New York Stock Exchange |
| 5.625% Global Notes due 2043 | New York Stock Exchange |
| Floating Rate Global Notes due 2016 | New York Stock Exchange |
| Floating Rate Global Notes due 2019 | 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 8 through 26 of the Prospectus dated August 29, 2012 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. 333-183618-01 and 333-183618), 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-14 through S-16, S-21 through S-37 and S-41 through S-47, respectively, of the related Prospectus Supplement of the Company and the Guarantor, dated May 13, 2013, 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 29, 2012, incorporated by reference to the Registration Statement on Form F-3 filed with the SEC by the Company and the Guarantor on August 29, 2012 (Registration Nos. 333-183618-01 and 333-183618).

99(B). Prospectus Supplement dated as of May 13, 2013, incorporated by reference to the SEC filing pursuant to Securities Act Rule 424(b)(2) by the Company and the Guarantor on May 15, 2013.

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 2016 Notes dated as of May 20, 2013, 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 May 20, 2013.

99 (E). Fourth Supplemental Indenture dated as of May 20, 2013, 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 May 20, 2013.

99 (F). Form of 2.000% Global Notes due 2016 incorporated by reference to Exhibit 4.3 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (G). Guaranty for the 2019 Notes dated as of May 20, 2013, 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 May 20, 2013.

99 (H). Fifth Supplemental Indenture dated as of May 20, 2013, 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 May 20, 2013.

99 (I). Form of 3.000% Global Notes due 2019 incorporated by reference to Exhibit 4.6 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (J). Guaranty for the 2023 Notes dated as of May 20, 2013, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.7 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (K). Sixth Supplemental Indenture dated as of May 20, 2013, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.8 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (L). Form of 4.375% Global Notes due 2023 incorporated by reference to Exhibit 4.9 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (M). Guaranty for the 2043 Notes dated as of May 20, 2013, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.10 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (N). Seventh Supplemental Indenture dated as of May 20, 2013, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.11 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (O). Form of 5.625% Global Notes due 2043 incorporated by reference to Exhibit 4.12 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (P). Guaranty for the Floating Rate Global Notes due 2016 dated as of May 20, 2013, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.13 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (Q). Eighth Supplemental Indenture dated as of May 20, 2013, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.14 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (R). Form of Floating Rate Global Notes due 2016 incorporated by reference to Exhibit 4.15 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (S). Guaranty for the Floating Rate Global Notes due 2019 dated as of May 20, 2013, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.16 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (T). Ninth Supplemental Indenture dated as of May 20, 2013, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.17 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

99 (U). Form of Floating Rate Global Notes due 2019 incorporated by reference to Exhibit 4.18 of the Report on Form 6-K furnished by the Guarantor to the SEC on May 20, 2013.

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/ Guilherme Ribeiro de Almeida

Name: Guilherme Ribeiro de Almeida

Title: Foreign Exchange Sectorial Manager

By: /s/ Arthur Costa da Silva

Name: Arthur Costa da Silva

Title: International Capital Markets Coordinator

PETROBRAS GLOBAL FINANCE B.V.

(Registrant)

By: /s/ Gustavo Tardin Barbosa

Name: Gustavo Tardin Barbosa

Title: Managing Director A

By: /s/ Alexandre Quintão Fernandes

Name: Alexandre Quintão Fernandes

Title: Managing Director B

Date: May 20, 2013

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Exhibit</u> |
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