

YPF SOCIEDAD ANONIMA
Form SC 13D/A
May 18, 2012

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 13)

YPF Sociedad Anónima (the "Issuer")

(Name of Issuer)

Class D Common Shares
Par value 10 pesos per share (the "Class D Shares")
American Depositary Shares, Each Representing One Class D Share (the "ADSs")

(Title of Class of Securities)

P9897X131 (Class D Shares); 984245100 (ADSs)

(CUSIP Number)

Grupo Petersen
Cerrito 740, 1o Piso
(C1010AAP) Buenos Aires
Argentina
Attn: Mr. Mauro R. Dacomo
+54 11 55 55 01 03

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 11, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Enrique Eskenazi

Sebastián Eskenazi

Matías Eskenazi Storey

Ezequiel Eskenazi Storey

Petersen Energía, S.A.

Petersen Energia Inversora S.A.

Petersen Energía Inversora, S.A.

Petersen Energía Inversora Holdings, S.A.

Petersen Inversiones Spain, S.A.

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This Amendment No.13 (the “Thirteenth Amendment”) amends the initial Schedule 13D (the “Schedule 13D”) filed on February 29, 2008, with the Securities and Exchange Commission (the “SEC”), by the Reporting Persons (as defined in the Schedule 13D), as amended, with respect to Class D Shares par value 10 Argentine pesos per share (the “Class D Shares”) and American Depositary Shares (“ADSs”) of YPF Sociedad Anónima (“YPF” or the “Issuer”), with each ADS representing one Class D Share. Capitalized terms used but not otherwise defined in this Thirteenth Amendment have the meaning ascribed to such terms in the Schedule 13D, as amended.

Items 4, 5 and 6 of the Schedule 13D are hereby amended and supplemented to add the following:

Item 4. Purpose of the Transaction

(a)-(e) The description contained herein supplements Item 4 in Schedule 13D and should be read in connection therewith.

On May 11, 2012, Credit Suisse AG, London Branch, in its capacity as administrative agent (the “Administrative Agent”) under each of the Senior Secured Term Loan Facility and the Second Option Senior Secured Term Loan Facility (the “Financing Agreements”), gave notice to each of Petersen SA and PEISA alleging that certain Events of Default (as defined under the Financing Agreements) had occurred and were continuing to occur (the “First Events of Default Notifications,” copies of which are included in Exhibit 99.37 hereto).

On May 17, 2012, the Administrative Agent gave notice to each of Petersen SA and PEISA alleging, among other matters, that additional Events of Default (as defined under the Financing Agreements) had or may have occurred under the Financing Agreements and declaring the Loans (as defined in the Financing Agreements) outstanding under the Financing Agreements due and payable immediately, together with any accrued interest thereon and all fees and other obligations of Petersen SA and PEISA accrued under the Financing Agreements (the “Second Events of Default Notifications,” copies of which are included in Exhibit 99.38 hereto, and, together with the First Events of Default Notifications, the “Events of Default Notifications”).

Petersen SA and PEISA are considering the allegations included in the Events of Default Notifications as well as the implications of such allegations under the Financing Agreements and related documentation.

Under section 4.04(b) of each of (i) the security agreement among Petersen SA and HSBC Bank Plc, as collateral agent for the Senior Lenders, dated February 21, 2008 (the “Petersen SA Senior Security Agreement,” (a copy of which is included in Exhibit 99.39 hereto) and (ii) the Second Option Security Agreement (previously filed as Exhibit 99.34) (together with the Petersen SA Senior Security Agreement, the “Senior Security Agreements”), Petersen SA and PEISA are entitled to exercise all voting, consensual and other powers of ownership pertaining to the ADSs representing Class D Shares pledged as security for the Financing Agreements only for so long as no Event of Default has occurred and is continuing to occur.

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The foregoing description of the Senior Security Agreements and the Events of Default Notifications does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Senior Security Agreements and the Events of Default Notifications, as applicable, which are attached hereto as Exhibits 99.37, 99.38 and 99.39 and have been previously filed as Exhibit 99.34, respectively, and are incorporated by reference herein.

Item 5. Interest in the Securities of the Issuer

(a)-(b) The description contained in Item 4 above supplements Item 5 in Schedule 13D and should be read in connection therewith.

Item 6. Contracts. Arrangements. Understandings or Relationships With Respect to Securities of the Issuer

Shareholders' Agreement, Senior Secured Term Loan Facility and Second Option Senior Secured Term Loan Facility. The description contained in Item 4 above supplements Item 6 in Schedule 13D and should be read in connection therewith.

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| Exhibit Number | Description |
|----------------|---|
| 99.1* | Share Purchase Agreement, dated February 21, 2008 |
| 99.2* | First Share Purchase and Sale Option Agreement, dated February 21, 2008 |
| 99.3* | Second Share Purchase and Sale Option Agreement, dated February 21, 2008 |
| 99.4* | Shareholders' Agreement, dated February 21, 2008 |
| 99.5* | Seller Credit Agreement |
| 99.6* | Senior Secured Term Loan Facility |
| 99.7* | Chervil Loan Agreement |
| 99.8* | General Deeds of Pledge |
| 99.9* | Petersen PTY Loan Agreements |
| 99.10* | Assignment of Dividend Rights Agreement, dated February 21, 2008 |
| 99.11* | Registration Rights Agreement, dated February 21, 2008 |
| 99.12* | Direct Agreement, dated February 21, 2008 |
| 99.13* | Supplemental Agreement, dated February 21, 2008 |
| 99.14* | Options Registration Rights Agreement, dated February 21, 2008 |
| 99.15* | Letter Agreement, dated February 21, 2008 |
| 99.16* | Letter Agreement, dated February 5, 2008 |
| 99.17* | Intercreditor Agreement, dated February 21, 2008 |
| 99.18* | Powers of Attorney |
| 99.19* | Joint Filing Agreement |
| 99.20** | Loan Agreement among Banco Santander, Purchaser, and Repsol dated June 6, 2008 (English translation) |
| 99.21*** | Guaranty Agreement among Banco Santander, Purchaser, and Repsol dated June 6, 2008 (English translation) |
| 99.22*** | First Option Stock Purchase Agreement among Repsol and certain of its affiliates, PEISA, and Petersen SA, dated November 12, 2008 (English translation) |
| 99.23*** | Pledge and Security Agreement among PEISA, Repsol, and The Bank of New York Mellon, dated November 12, 2008. |
| 99.24**** | Second Option Senior Secured Term Loan Facility dated May 3, 2011 |

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99.25**** G&FS Loan Agreement, dated February 22, 2010
99.26**** New Deeds of Pledge, dated February 22, 2010
99.27**** Accession Agreement, dated December 30, 2009
99.28**** New Power of Attorney
99.29**** New Joint Filing Agreement

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| | |
|------------|---|
| 99.30***** | Second Option Seller Credit Agreement |
| 99.31***** | Second Option Share Purchase Agreement |
| 99.32***** | Second Option Intercreditor Agreement |
| 99.33***** | Second Option Seller Pledge and Security Agreement |
| 99.34***** | Second Option Security Agreement |
| 99.35***** | Seller Promissory Note |
| 99.36***** | Assignment of the Options Registration Rights Agreement |
| 99.37 | First Events of Default Notifications |
| 99.38 | Second Events of Default Notifications |
| 99.39 | Petersen SA Senior Security Agreement |

* Previously filed as an Exhibit to the Schedule 13D filed with the SEC on February 29, 2008.

** Previously filed as an Exhibit to Amendment No. 4 to Schedule 13D filed with the SEC on September 11, 2008.

*** Previously filed as an Exhibit to Amendment No. 8 to Schedule 13D filed with the SEC on November 12, 2008.

****Previously filed as an Exhibit to Amendment No. 10 to Schedule 13D filed with the SEC on May 5, 2011.

*****Previously filed as an Exhibit to Amendment No. 10 to Schedule 13D filed with the SEC on May 20, 2011.

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SIGNATURE

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Enrique Eskenazi

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

By: /s/ Mauro Renato José Dacomo
Mauro Renato José Dacomo
Attorney-in-Fact
May 17, 2012

Sebastián Eskenazi

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

Matías Eskenazi Storey

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

Ezequiel Eskenazi Storey

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

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PETERSEN ENERGIA, S.A.

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

PETERSEN ENERGIA INVERSORA , S.A.

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

PETERSEN ENERGIA INVERSORA, S.A.

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

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PETERSEN ENERGÍA
INVERSORA HOLDINGS, S.A.

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact

PETERSEN INVERSIONES SPAIN, S.A.

By: Mauro Renato José Dacomo
Title: Attorney-in-Fact