

Mechel OAO
Form F-6 POS
May 19, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS**

MECHEL OAO

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

RUSSIAN FEDERATION

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

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depositary as specified in its charter)

**Deutsche Bank Trust Company
60 Wall Street
New York, New York 10005
(212) 250-1905**

(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
+1-302-738-6680**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Deutsche Bank Trust Company Americas
Attention: ADR Department
60 Wall Street
New York, New York 10005
(212) 250-9100**

**Joseph Ferraro, Esq.
Dewey & LeBoeuf LLP
No. 1 Minster Court
Mincing Lane
London EC3R 7YL
+44 20 7459 5125**

It is proposed that this filing become effective under Rule 466:

ý immediately upon filing

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o on (Date) at (Time)

If a separate registration 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(1)	Amount to be registered	Proposed maximum aggregate price per unit*	Proposed maximum aggregate offering price*	Amount of registration fee**
American Depositary Shares ("ADSs") evidenced by American Depositary Receipts, each ADS representing one ordinary share nominal value 10 rubles per share of Mechel OAO	N/A	N/A	N/A	N/A

* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

** All of which was paid in connection with the initial filing of the Registration Statement with the Commission.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or American Depositary Receipt") included as Annex A to the form of Amendment to Deposit Agreement filed herewith as Exhibit (a)(2), 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 Previously Filed as Prospectus
1. Name and address of Depositary	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 Receipts, upper right corner
(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, 15 and 17
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs 19, 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 transfer, deposit or withdraw of underlying securities	Paragraphs 2, 3, 4, 6 and 8
(x) Limitation upon the liability of the Depositary	Paragraphs 13, 18, 24 and 25
3. Fees and Charges	Paragraph 7

Item 2. AVAILABLE INFORMATION

Item, Number and Caption	Location in Form of American Depositary Receipt Previously Filed as Prospectus
Statement that Mechel OAO 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 copies by public reference facilities maintained by the Commission in Washington, D.C.	3

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Agreement. Deposit Agreement, dated as of July 27, 2004, among Mechel OAO (the "Company"), Deutsche Bank Trust Company Americas, as depositary (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) **Amendment. Form of Amendment to Deposit Agreement, including the form of American Depositary Receipt.** Filed herewith as Exhibit (a)(2).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereby 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 counsel to the Depositary, as to legality of the securities being registered.** Previously filed.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

Powers of Attorney for certain directors of the Company. Set forth on the signature pages hereto.

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 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 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, 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 Post-Effective Amendment to the Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on May 19, 2008.

For and on behalf of the legal entity created by the agreement for the issuance of American Depositary Receipts for shares of Mechel OAO:

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Depositary

By: /s/ CHRIS KONOPELKO

Name: Chris Konopelko
Title: *Vice President*

By: /s/ JIM KELLY

Name: Jim Kelly
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 all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment 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 May 19, 2008.

MECHEL OAO

By: /s/ IGOR V. ZYUZIN

Name: Igor V. Zyuzin

Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on May 19, 2008.

Name	Title
<hr/> /s/ IGOR V. ZYUZIN <hr/> Igor V. Zyuzin	Chief Executive Officer and Director
<hr/> /s/ VALENTIN V. PROSKURNYA <hr/> Valentin V. Proskurnya	Chairman
<hr/> /s/ STANISLAV PLOSCHENKO <hr/> Stanislav Ploschenko	Chief Financial Officer
<hr/> /s/ TATIANA KALYADINA <hr/> Tatiana Kalyadina	Chief Accountant
<hr/> /s/ ALEXEY G. IVANUSHKIN <hr/> Alexey G. Ivanushkin	Chief Operational Officer and Director
<hr/> /s/ VLADIMIR A. POLIN <hr/> Vladimir A. Polin	Director
<hr/> /s/ ROGER I. GALE <hr/> Roger I. Gale	Director

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/s/ A. DAVID JOHNSON

Director

A. David Johnson

/s/ SERAFIM V. KOLPAKOV

Director

Serafim V. Kolpakov

/s/ ALEXANDER E. YEVTUSHENKO

Director

Alexander E. Yevtushenko

/s/ ALEX POLEVOY

Director

Alex Polevoy

/s/ PUGLISI & ASSOCIATES

Authorized U.S. Representative

Puglisi & Associates

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**Exhibit
Number**

- (a)(2) Form of Amendment to Deposit Agreement, including form of Receipt
- (e) Rule 466 certification

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