ALLIANZ SE
Form F-6EF
March 06, 2018

As filed with the U.S. Securities and Exchange Commission on March 6, 2018

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

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ALLIANZ SE

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

n/a

(Translation of issuer's name into English)

Federal Republic of Germany and the European Union

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12, New York, NY, 10004

Telephone (800) 990-1135

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

_____

Claudia Valdez Knox

Allianz of America, Inc.

1465 N. McDowell Blvd., Suite 100

Petaluma, California 94954

(415) 899-2565

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

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, Suite 2405

New York, New York 10022

(212) 319-7600

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 evidenced by American Depositary Receipts, each American Depositary Share representing one-tenth of one ordinary share, no par value, of Allianz SE	100,000,000 American Depositary Shares	$0.05	$5.000,000	$622.50

(1) Each unit represents one American Depositary Share.

(2) 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 American Depositary Receipts evidencing American Depositary Shares.

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 Amended and Restated Deposit Agreement (the "Deposit Agreement" or the "Amended and Restated Deposit Agreement") filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption		Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(1)	Name and address of Depositary	Introductory paragraph and bottom of face of American Depositary Receipt
(2)	Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
	Terms of Deposit:	
(i)	Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii)	Procedure for voting, if any, the deposited securities	Paragraphs (4), (12) and (13)
(iii)	Collection and distribution of dividends	Paragraphs (10), (11) and (12)
(iv)	Transmission of notices, reports and proxy soliciting material	Paragraphs (8), (10) and (13)
(v)	Sale or exercise of rights	Paragraph (11)
(vi)	Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (11) and (14)

(vii)	Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii)	Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs	Paragraph (2)
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (3), (4), (6) and (7)
(x)	Limitation upon the liability of the Depositary	Paragraph (15)
(3)	Fees and Charges	Paragraph (9)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(a) Statement that Allianz SE publishes information in English required to maintain the exemption from registration under Rule 12g3-2(b) under the Securities Exchange Act of 1934 on its Internet Web site (www.allianz.com) or through an electronic information delivery system generally available to the public in its primary trading market.	Paragraph (10)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) **Form of Deposit Agreement**. Form of Amended and Restated Deposit Agreement dated as of , 2018 among Allianz SE, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a).

(b) **Any other agreement to which the Depositary is a party relating to the issuance 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 Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered**. Filed herewith as Exhibit (d).

(e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

(f) **Power of Attorney.** Included as part of 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 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 an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, 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 March 6, 2018.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Executive Director

Pursuant to the requirements of the Securities Act of 1933, Allianz SE 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 on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on March 6, 2018.

ALLIANZ SE

By: /s/ Oliver Bäte
Name: Oliver Bäte
Title Chairman of the Management Board, Chief Executive Officer

By: /s/ Giulio Terzariol
Name: Giulio Terzariol
Title: Member of the Management Board, Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Oliver Bäte and Giulio Terzariol, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on March 6, 2018, in the capacities indicated.

SIGNATURES

Signature	**Title**
/s/ Oliver Bäte Oliver Bäte	Chairman of the Management Board (Chief Executive Officer)
/s/ Sergio Balbinot Sergio Balbinot	Member of the Management Board
/s/ Jacqueline Hunt Jacqueline Hunt	Member of the Management Board
/s/ Dr. Helga Jung Dr. Helga Jung	Member of the Management Board
/s/ Dr. Christof Mascher Dr. Christof Mascher	Member of the Management Board
/s/ Niran Peiris Niran Peiris	Member of the Management Board
/s/ Giulio Terzariol Giulio Terzariol	Member of the Management Board (Chief Financial Officer)
/s/ Dr. Günther Thallinger Dr. Günther Thallinger	Member of the Management Board
/s/ Dr. Axel Theis Dr. Axel Theis	Member of the Management Board

/s/ Claudia Valdez Knox Authorized Representative in the United States
Claudia Valdez Knox

INDEX TO EXHIBITS

Exhibit Number	
(a)	Form of Amended and Restated Deposit Agreement.
(d)	Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
(e)	Rule 466 Certification