

JAMES HARDIE INDUSTRIES SE  
Form F-6 POS  
May 25, 2010

As filed with the Securities and Exchange Commission on May 25, 2010

Registration No. 333-13914

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 2 TO THE

**FORM F-6**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares of

JAMES HARDIE INDUSTRIES SE

(F/K/A JAMES HARDIE INDUSTRIES N.V. )

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

N/A

(Translation of issuer's name into English)

THE REPUBLIC OF IRELAND

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

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

**Copies to:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

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. [ ]

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(c) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(c) may determine.**

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 2 to the Registration Statement which is incorporated herein by reference.

## PART I

### INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depository and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit of

Articles number 2, 3, 4, 6, 8 and

withdraw the underlying securities

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(x) Limitation upon the liability of the depository

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a(1).

Form of Deposit Agreement dated as of September 24, 2001, as amended and restated as of February 19, 2010, as further amended and restated as of \_\_\_\_\_, 2010, among James Hardie Industries, SE, The Bank of New York Mellon as Depositary, and all Owners and holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

a(2).

Form of Letter Agreement of September 6, 2001 by and between James Hardie Industries N.V. and CHESSE Depositary Nominees Pty Limited, as the depositary for CHESSE Units of Foreign Securities. Previously filed.

b(1).

Excerpts of the ASX Settlement and Transfer Corporate PTY Limited Settlement Rules, as of July 9, 2008 Previously filed.

b(2).

Excerpts of the Corporations Act of 2001, as of February 27, 2009 Previously filed.

b(3).

ASIC Class Order 02-311, dated March 11, 2002 Previously filed.

b(4).

Australian Financial Services Licence, effective March 10, 2004 Previously filed.

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. - See (a)(1) and (a)(2) above.

d(1).

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.  
- Previously filed.

d(2).

Opinion of Bruce E. Mackie, Senior Solicitor with the ASX Group of Companies advising CHESSE Depositary Nominees Pty Limited, as to the legality of the CHESSE Units of Foreign Securities to be registered. Previously filed.

e.

Certification under Rule 466. Not Applicable.

f.

Power of Attorney. Filed herewith as Exhibit 7.

Item - 4.

Undertakings

Previously Filed.

#### 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

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No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, May 25, 2010.

Legal entity created by the agreement for the issuance of American Depositary Shares representing CHESS Units of Foreign Securities, CHESS Units of Foreign Securities representing Ordinary Shares of James Hardie Industries SE.

By:

The Bank of New York Mellon,  
As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Vice President

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 No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto authorized in the City of Sydney, Australia, on May 19, 2010.

Legal entity created by the agreement for the issuance of CHESS Units of Foreign Securities representing Ordinary Shares of James Hardie Industries SE

By:

CHESS Depositary Nominees Pty Limited

As depositary for CHESS Units of Foreign

Securities



By: /s/ Alan Bardwell

Name: Alan Bardwell

Title: Director

Pursuant to the requirements of the Securities Act of 1933, JAMES HARDIE INDUSTRIES SE has caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Amsterdam, The Netherlands on May 25, 2010.

**JAMES HARDIE INDUSTRIES SE**

By: /s/ Russell Chenu

Name: Russell Chenu

Title: Managing Board Director

and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated on May 25, 2010.

Signature

Title

/s/ Louis Gries

Louis Gries

Chief Executive Officer and Managing Board  
Director

/s/ Russell Chenu

Russell Chenu

Chief Financial Officer, Principal Accounting  
Officer/Controller and Managing Board Director

\*

Michael N. Hammes

Chairman and Supervisory Board Director

\*

Donald McGauchie AO

Deputy Chairman and Supervisory Board  
Director

\*

Brian Anderson

Supervisory Board Director

\*

David Harrison

Supervisory Board Director

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Rudy van der Meer

Supervisory Board Director

\*

James Osborne

Supervisory Board Director

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David Dilger

Supervisory Board Director

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Robert E. Cox

Managing Board Director

\*By: /s/ Paul Bokota

Paul Bokota

Attorney-in-fact

Authorized Representative in the United States

/s/ Paul Bokota

Name: Paul Bokota

Deputy General Counsel

James Hardie Building Products Inc.

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

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Power of Attorney.