

YPF SOCIEDAD ANONIMA
Form SC 13D/A
May 06, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)

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

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with a copy to:

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, NY 10006

Attn: Andrés de la Cruz

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

April 28, 2008

(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)

CUSIP No. P9897X131(Class D); 984245100 (ADSs)

13D

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NAMES OF REPORTING PERSONS

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

Petersen Energía, S.A.

Petersen Energía Pty Ltd.

Enrique Eskenazi

Sebastián Eskenazi

Matías Eskenazi Storey

Ezequiel Eskenazi Storey

This Amendment No. 2 (the Second 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), 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 Second Amendment have the meaning ascribed to such terms in the Schedule 13D.

Item 4 of the Schedule 13D is hereby amended and supplemented to add the following:

Item 4. Purpose of the Transaction.

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

On April 28, 2008, the Board of YPF appointed Mr. Ignacio Cruz Morán as Chief Financial Officer of YPF.

Item 7. Material to be Filed as Exhibits

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 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 |

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

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

Sebastián Eskenazi

Matías Eskenazi Storey

Ezequiel Eskenazi Storey

PETERSEN ENERGIA PTY LTD.

By: Matías Eskenazi Storey
Title: Director

By: Claudio Cánepa
Title: Director

PETERSEN ENERGIA S.A.

By: Mauro Renato José Dacomo
Title: Consejero

By: Ignacio Cruz Morán
Title: Consejero

By: /s/ Mauro Renato José Dacomo

Mauro Renato José Dacomo

Attorney-in-Fact

May 6, 2008