

DASSAULT SYSTEMES SA  
Form F-6 POS  
October 16, 2008

Registration No.333-5086

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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

**DASSAULT SYSTÈMES S.A.**

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

**N/A**

(Translation of issuer's name into English)

France

(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, New York, New York 10004

Tel. No.: (212) 623-0636

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

Deborah Dean

Dassault Systèmes Americas Corporation

900 Chelmsford Street Tower 2 Floor 5

Lowell, MA 01851

(978) 442 -2500

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

*With copies to:*

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue

New York, New York 10022

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It is proposed that this filing become effective under Rule 466  
x immediately upon filing o on [date] at [time]

If a separate registration statement has been filed to register the deposited shares, check the following box. o

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The Prospectus consists of the form of American Depositary Receipt (AADR@) included as Exhibit A to the form of Amendment No. 2 to Deposit Agreement filed as Exhibit (a)(3) to this Post-Effective Amendment No. 2 to Registration Statement on Form F-6, which is incorporated herein by reference.

2

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PART I

INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of ADR Filed Herewith as Prospectus
<b>Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED</b>	
1. Name of depositary and address of its principal executive office	Face, introductory paragraph and final sentence on face.
2. Title of ADR and identity of deposited securities	Face, top center and introductory paragraph
Terms of Deposit	
(i)The amount of deposited securities represented by one unit of ADRs	Face, upper right corner and introductory paragraph
(ii)The procedure for voting, if any, the deposited securities	Reverse, paragraph (12)
(iii)The collection and distribution of dividends	Face, paragraphs (4), (5) and (7); Reverse, paragraph (10)
(iv)The transmission of notices, reports and proxy soliciting material	Face, paragraphs (3) and (8); Reverse, paragraph (12)
(v)The sale or exercise of rights	Face, paragraphs (4) and (5); Reverse, paragraph (10)
(vi)The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face, paragraphs (4) and (5); Reverse, paragraphs (10) and (13)
(vii)Amendment, extension or termination of the deposit agreement	Reverse, paragraphs (16) and (17) (no provision for extension)

Item Number and Caption	Location in Form of ADR Filed Herewith as Prospectus
(viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the lists of holders of ADRs	Face, paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face, paragraphs (1), (2), (4) and (5)
(x) Limitation upon the liability of the Depositary and/or the Company	Reverse, paragraph (14)
3. Description of all fees and charges which may be imposed directly or indirectly against the holders of ADRs	Face, paragraph (7)

Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of ADR Filed Herewith as Prospectus
Statement that upon effectiveness of the termination of the Company's reporting obligations under the Securities Exchange Act of 1934, the Company will publish 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.3ds.com) or through an electronic information delivery system generally available to the public in its primary trading market	Face, paragraph (8)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(1) Form of Amended and Restated Deposit Agreement dated as of December 31, 1998 to Deposit Agreement dated as of June 27, 1996 among Dassault Systèmes, S.A., JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York), as depositary (the "Depositary"), and all holders from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed as exhibit (a) to Registration Statement No. 333-5086 and incorporated herein by reference.

(a)(2) Form of Amendment No. 1 to Deposit Agreement. Previously filed as Exhibit (a)(2) to Post-Effective Amendment No. 1 to Registration Statement No. 333-5086, which is incorporated herein by reference.

(a)(3) Form of Amendment No. 2 to Deposit Agreement, including form of ADR. Filed herewith as exhibit (a)(3)

(b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.

(c) Any 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. - None.

(d) Opinion of counsel to the Depositary as to the legality of the securities to be registered. Previously filed as exhibit (d) to Registration Statement No. 333-5086 and incorporated herein by reference.

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

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 ADRs, 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 ADR thirty days before any change in the fee schedule.

SIGNATURE

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 of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on October 14 , 2008.

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

By: JPMORGAN CHASE BANK, N.A.,  
in its capacity as Depositary

By: /s/Joseph M. Leinhauser  
Name: Joseph M. Leinhauser  
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 it meets all the requirements for filing on Form F-6 and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France, on the 14th day of October, 2008.

DASSAULT SYSTÈMES S.A.

By: /s/Thibault de Tersant  
Name: Thibault de Tersant  
Title: Senior Executive Vice-President and CFO

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on the 14<sup>th</sup> day of October, 2008.

Name	Title
/s/Charles Edelstenne (Charles Edelstenne)	Chairman of the Board
/s/Bernard Charlès (Bernard Charlès)	President, Chief Executive Officer and Director
/s/Thibault de Tersant (Thibault de Tersant)	Senior EVP, Chief Financial Officer and Director
/s/Valérie Raoul-Desprez (Valérie Raoul-Desprez)	Chief Accounting Officer
/s/Paul R. Brown (Paul R. Brown)	Director
/s/Laurent Dassault (Laurent Dassault)	Director
/s/Bernard Dufau (Bernard Dufau)	Director



/s/Andre Kudelski                      Director  
(André Kudelski)

/s/Jean-Pierre                      Director  
Chahid-Nourai  
(Jean-Pierre Chahid-Nourai)

/s/Arnoud De Meyer                      Director  
(Arnoud De Meyer)

/s/Deborah Dean                      Authorized Representative in the United  
States  
(Deborah Dean)

Index to Exhibits

Exhibit  
Number

- (a)(3) Form of Amendment to Deposit Agreement
  - (e) Rule 466 Certification
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