

Gentium S.p.A.  
Form F-6 POS  
March 20, 2014

**As filed with the Securities and Exchange Commission on March 20, 2014. Registration No. 333-125663**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**GENTIUM S.p.A.**

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

N/A

(Translation of issuer's name into English)

Republic of Italy

(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, N.Y. 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, 11<sup>th</sup> 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:

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

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.



EXPLANATORY NOTE

The offering made under this Registration Statement has been terminated. Accordingly, the Registrant hereby deregisters all remaining American Depositary Shares previously registered by this Registration Statement that have not been issued.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption

Location in Form of Receipt  
Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of deposited securities

Face of Receipt, top center

Terms of Deposit:

(i) The amount of deposited securities represented by one unit of American Depositary Receipts

Face of Receipt, upper right corner

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

Articles number 15, 16 and 18

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy soliciting material

Articles number 11, 15, 16 and 18

(v) The sale or exercise of rights

Articles number 13, 14, 15 and 18

(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization

Articles number 12, 13, 15, 17 and 18

(vii) Amendment, extension or termination of the deposit agreement

Articles number 20 and 21  
Article number 11

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(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts

(ix) Restrictions upon the right to deposit or withdraw the underlying securities

Articles number 2, 3, 4, 5, 6  
and 8

(x) Limitation upon the liability of the depositary

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

- Form of Deposit Agreement dated as of June 15, 2005 among Gentium S.p.A., The Bank of New York, as
- a. Depository, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. – Filed previously.
  - b. Any other agreement, to which the depository is a party, relating to the issuance of the 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 Depository and the issuer of the deposited securities in effect at any time within the last three years. – See (a) above.
  - d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depository, as to legality of the securities to be registered. – Filed previously.
  - e. Certification under Rule 466. – Filed herewith as Exhibit 5.

Item - 4. Undertakings

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the depository shares, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository 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 Depository 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 Depository undertakes to notify each registered holder of depository shares thirty 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 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 20, 2014.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Gentium S.p.A.

By: The Bank of New York Mellon,

As Depositary

By: /s/ U. Marianne Erlandsen

Name: U. Marianne Erlandsen

Title: Managing Director



Pursuant to the requirements of the Securities Act of 1933, Gentium S.p.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Villa Guardia (Como), Italy, on March 20, 2014.

**Gentium S.p.A.**

By: /s/ Salvatore Calabrese

Name: Salvatore Calabrese

Title: Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Fintan Keegan and Salvatore Calabrese, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on March 20, 2014.

/s/ Fintan Keegan                      Chairman, Chief Executive Officer and Director  
Fintan Keegan                      (principal executive officer)

/s/ Salvatore Calabrese              Chief Financial Officer  
Salvatore Calabrese              (principal financial and accounting officer)

/s/ Joyce Victoria Bigio              Director  
Joyce Victoria Bigio

/s/ Suzanne Sawochka Hooper      Director  
Suzanne Sawochka Hooper

/s/ Iain McGill                      Director  
Iain McGill

/s/ Elmar Schnee                      Director

Elmar Schnee

/s/ Suzanne Sawochka Hooper Authorized Representative in the United States  
Suzanne Sawochka Hooper

INDEX TO EXHIBITS

Exhibit

Exhibit

Number

5      Certification under Rule 466.

