

ARACRUZ CELLULOSE S A  
Form 20-F/A  
November 09, 2009

As filed with the Securities and Exchange Commission on November 9, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 20-F/A**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
for the Fiscal Year Ended December 31, 2008**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report.**

**Commission File No. 1-11005**

**ARACRUZ CELULOSE S.A.**

**(Exact name of Registrant as specified in its charter)**

**Aracruz Cellulose**

**(Translation of Registrant's name into English)**

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**Federative Republic of Brazil**

(Jurisdiction of incorporation or organization)

**Av. Brigadeiro Faria Lima, 2277, 4th floor**

**01452-000 São Paulo, SP, Brazil**

(Address of principal executive offices)

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Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class:

Name of each exchange on which registered:

Class B Preferred Stock

New York Stock Exchange\*

American Depositary Shares (as evidenced by American Depositary Receipts), each representing ten shares of Class B Preferred Stock

New York Stock Exchange

\* Not for trading purposes, but only in connection with the registration of American Depositary Shares pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

455,390,699 Shares of Common Stock
27,956,802 Shares of Class A Preferred Stock
549,206,619 Shares of Class B Preferred Stock

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No x

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer x Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

International Financial Reporting Standards as issued

U.S. GAAP x by the International Accounting Standards Board Other

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18 x

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Please send copies of notices and communications from the Securities and Exchange Commission to:

Richard S. Aldrich, Jr.

Skadden, Arps, Slate, Meagher & Flom LLP

4 Times Square

New York, NY 10036

**EXPLANATORY NOTE**

This amendment to the annual report on Form 20-F of Aracruz Celulose S.A., or the Company, for the fiscal year ended December 31, 2008, filed on June 30, 2009, is being filed solely for the purpose of correcting the cover page of the Form 20-F, to include the Class B Preferred Stock of the Company, which class of securities is registered under the Exchange Act, and was inadvertently omitted from the cover page.

Therefore, our annual report for the fiscal year ended December 31, 2008 is amended to include the Class B Preferred Stock of the Company on the cover.

Except as described above, no change has been made to our annual report on Form 20-F. The filing of this amended annual report does not, and does not purport to, amend, update or restate the information in any other item of the annual report on Form 20-F filed on June 30, 2009 or reflect any events that have occurred after the filing of the annual report on Form 20-F on June 30, 2009.

**ITEM 19. EXHIBITS**

- 1.1 English translation of the Company's by-laws (estatuto social), incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 1-11005) (File No. 5928007) filed on June 30, 2005.\*
- 2.1 Amended and Restated Deposit Agreement dated as of July 23, 2007, among the Company, Citibank N.A. as Depositary and all Holders and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. Incorporated by reference to the Company's Registration Statement on Form F-6 (File No. 333-143927), filed with the Securities and Exchange Commission.\*
- 6.1 See Note 1(s) to the Company's audited consolidated financial statements for information explaining how earnings per share information was calculated.\*
- 8.1 See Item 4C. Organizational Structure Significant Subsidiaries of this annual report for information regarding the Company's subsidiaries.\*
- 12.1 Certification by the Chief Executive Officer required by Item 15.
- 12.2 Certification by the Financial and Investor Relations Officer required by Item 15.
- 12.3 Certification by the Officer for Control and Risk Management required by Item 15.
- 13.1 Certification by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 13.2 Certification by the Financial and Investor Relations Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 13.3 Certification by the Officer for Control and Risk Management pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Previously filed.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

ARACRUZ CELULOSE S.A.

By: /s/ CARLOS AUGUSTO LIRA AGUIAR  
Name: **Carlos Augusto Lira Aguiar**  
Title: **Chief Executive Officer**

By: /s/ MARCOS GRODEZKY  
Name: **Marcos Grodetzky**  
Title: **Financial and Investor Relations Officer**

By: /s/ EVANDRO CÉSAR CAMILLO COURA  
Name: **Evandro César Camillo Coura**  
Title: **Officer for Control and Risk Management**

Date: November 9, 2009