

TENARIS SA
Form 20-F
April 30, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

- Registration statement pursuant to Section 12(b) or 12(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, 2011**
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**
Commission file number: 001-31518

TENARIS S.A.

(Exact name of Registrant as specified in its charter)

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N/A

(Translation of Registrant's name into English)

Grand Duchy of Luxembourg

(Jurisdiction of incorporation or organization)

29, Avenue de la Porte-Neuve 3rd floor

L-2227 Luxembourg

(Address of principal executive offices)

Adelia Soares

29, Avenue de la Porte-Neuve 3rd floor

L-2227 Luxembourg

Tel. + (352) 26 47 89 78, Fax. + (352) 26 47 89 79 , e-mail: asoares@tenaris.com

(Name, Telephone, E-Mail and/or Facsimile number and Address of Company Contact Person)

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
American Depositary Shares Ordinary Shares, par value \$1.00 per share	New York Stock Exchange New York Stock Exchange*

* Ordinary shares of Tenaris S.A. are not listed for trading but only in connection with the registration of American Depositary Shares which are evidenced by American Depositary Receipts.

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

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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.

1,180,536,830 ordinary shares, par value \$1.00 per share

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

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 15(d) of the Securities Exchange Act of 1934. Yes No

Note: checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer 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:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If Other has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

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:

Cristian J. P. Mitrani

Mitrani, Caballero, Ojam & Ruiz Moreno Abogados

Alicia Moreau de Justo 400, 3rd Floor

(C1107AAH) Buenos Aires, Argentina

(54 11) 4590-8600

Robert S. Risoleo, Esq.

Sullivan & Cromwell LLP

1701 Pennsylvania Avenue NW

Washington, DC 20006

(202) 956-7500

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CERTAIN DEFINED TERMS

Unless otherwise specified or if the context so requires:

References in this annual report to the Company refer exclusively to Tenaris S.A., a Luxembourg public limited liability company (société anonyme).

References in this annual report to Tenaris, we, us or our refer to Tenaris S.A. and its consolidated subsidiaries. See Accounting Policies (AP) A and B to our audited consolidated financial statements included in this annual report.

References in this annual report to San Faustin refer to San Faustin S.A. (formerly known as San Faustin N.V.), a Luxembourg public limited liability company (société anonyme) and the Company's controlling shareholder.

Shares refers to ordinary shares, par value \$1.00, of the Company.

ADSs refers to the American Depositary Shares, which are evidenced by American Depositary Receipts, and represent two Shares each.

tons refers to metric tons; one metric ton is equal to 1,000 kilograms, 2,204.62 pounds, or 1.102 U.S. (short) tons.

billion refers to one thousand million, or 1,000,000,000.

U.S. dollars, US\$, USD or \$ each refers to the United States dollar.

PRESENTATION OF CERTAIN FINANCIAL AND OTHER INFORMATION

Accounting Principles

We prepare our consolidated financial statements in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board and adopted by the European Union, or IFRS. IFRS differ in certain significant respects from generally accepted accounting principles in the United States, commonly referred to as U.S. GAAP.

We publish consolidated financial statements presented in increments of a thousand U.S. dollars. This annual report includes our audited consolidated financial statements for the years ended December 31, 2011, 2010 and 2009.

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Rounding

Certain monetary amounts, percentages and other figures included in this annual report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated may not be the arithmetic aggregation of the percentages that precede them.

Our Internet Website is Not Part of this Annual Report

We maintain an Internet website at www.tenaris.com. Information contained in or otherwise accessible through our Internet website is not a part of this annual report. All references in this annual report to this Internet site are inactive textual references to these URLs, or uniform resource locators and are for informational reference only. We assume no responsibility for the information contained on our Internet website.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This annual report and any other oral or written statements made by us to the public may contain forward-looking statements within the meaning of and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This annual report contains forward-looking statements, including with respect to certain of our plans and current goals and expectations relating to Tenaris's future financial condition and performance.

Sections of this annual report that by their nature contain forward-looking statements include, but are not limited to, Item 3. Key Information, Item 4. Information on the Company, Item 5. Operating and Financial Review and Prospects, Item 8. Financial Information and Item 11. Quantitative and Qualitative Disclosure About Market Risk.

We use words such as aim, will likely result, will continue, contemplate, seek to, future, objective, goal, should, will pursue, expect, project, intend, plan, believe and words and terms of similar substance to identify forward-looking statements, but they are not the way we identify such statements. All forward-looking statements are management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These factors include the risks related to our business discussed under Item 3.D. Key Information Risk Factors among them, the following:

our ability to implement our business strategy or to grow through acquisitions, joint ventures and other investments;

the competitive environment in our business and our industry;

our ability to price our products and services in accordance with our strategy;

trends in the levels of investment in oil and gas exploration and drilling worldwide;

general macroeconomic and political conditions and developments in the countries in which we operate or distribute pipes; *and*

our ability to absorb cost increases and to secure supplies of essential raw materials and energy.

By their nature, certain disclosures relating to these and other risks are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses that may affect our financial condition and results of operations could differ materially from those that have been estimated. You should not place undue reliance on the forward-looking statements, which speak only as of the date of this annual report. Except as required by law, we are not under any obligation, and expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

The selected consolidated financial data set forth below have been derived from our audited consolidated financial statements for each of the years and at the dates indicated herein. Our consolidated financial statements were prepared in accordance with IFRS, and were audited by PricewaterhouseCoopers S.à r.l., *Réviseur d entreprises agréé*, an independent registered public accounting firm, as of December 31, 2011 and for the year ended December 31, 2011 and were audited by Price Waterhouse & Co. S.R.L. as of December 31, 2010 and for the two years in the period ended December 31, 2010. Both firms are member firms of PwC International Limited. IFRS differ in certain significant respects from U.S. GAAP.

For a discussion of the accounting principles affecting the financial information contained in this annual report, please see [Presentation of Certain Financial and Other Information Accounting Principles](#).

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Thousands of U.S. dollars (except number of shares and per share amounts)

	For the year ended December 31,				
	2011	2010	2009	2008	2007
Selected consolidated income statement data⁽¹⁾					
Continuing operations					
Net sales	9,972,478	7,711,598	8,149,320	11,987,760	9,874,312
Cost of sales	(6,229,526)	(4,700,810)	(4,864,922)	(6,698,285)	(5,408,984)
Gross profit	3,742,952	3,010,788	3,284,398	5,289,475	4,465,328
Selling, general and administrative expenses	(1,853,244)	(1,515,870)	(1,473,791)	(1,787,952)	(1,551,836)
Other operating income (expenses), net	5,050	78,629	3,000	(375,873)	3,480
Operating income	1,894,758	1,573,547	1,813,607	3,125,650	2,916,972
Interest income	30,840	32,855	30,831	48,711	92,733
Interest expense	(52,407)	(64,103)	(118,301)	(179,885)	(270,705)
Other financial results	11,268	(21,305)	(64,230)	(99,850)	(22,358)
Income before equity in earnings of associated companies and income tax	1,884,459	1,520,994	1,661,907	2,894,626	2,716,642
Equity in earnings of associated companies	61,509	70,057	87,041	89,423	113,062
Income before income tax	1,945,968	1,591,051	1,748,948	2,984,049	2,829,704
Income tax	(525,247)	(450,004)	(513,211)	(1,015,334)	(805,773)
Income for continuing operations	1,420,721	1,141,047	1,235,737	1,968,715	2,023,931
Discontinued operations					
Result for discontinued operations			(28,138)	306,905	52,128
Income for the year ⁽²⁾	1,420,721	1,141,047	1,207,599	2,275,620	2,076,059
Income attributable to ⁽²⁾ :					
Equity holders of the Company	1,331,157	1,127,367	1,161,555	2,124,802	1,923,748
Non-controlling interests	89,564	13,680	46,044	150,818	152,311
Income for the year ⁽²⁾	1,420,721	1,141,047	1,207,599	2,275,620	2,076,059
Depreciation and amortization	(554,345)	(506,902)	(504,864)	(532,934)	(514,820)
Weighted average number of shares outstanding	1,180,536,830	1,180,536,830	1,180,536,830	1,180,536,830	1,180,536,830
Basic and diluted earnings per share for continuing operations	1.13	0.95	1.00	1.49	1.58
Basic and diluted earnings per share	1.13	0.95	0.98	1.80	1.63
Dividends per share ⁽³⁾	0.38	0.34	0.34	0.43	0.38

- (1) Certain comparative amounts have been re-presented to conform to changes in presentation in 2009 due to the nationalization of certain Venezuelan subsidiaries. For more information on the nationalization of these Venezuelan subsidiaries, see note 32 Processes in Venezuela-Nationalization of Venezuelan Subsidiaries to our audited consolidated financial statements included in this annual report.
- (2) International Accounting Standard No. 1 (IAS 1) (revised), requires that income for the year as shown on the income statement does not exclude non-controlling interests. Earnings per share, however, continue to be calculated on the basis of income attributable solely to the equity holders of the Company.
- (3) Dividends per share correspond to the dividends proposed or paid in respect of the year.

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Thousands of U.S. dollars (except number of shares)

	At December 31,				
	2011	2010	2009	2008	2007
Selected consolidated financial position data					
Current assets	6,393,221	5,955,536	5,621,841		