

GRUPO FINANCIERO GALICIA SA  
Form F-6  
June 28, 2011

As filed with the Securities and Exchange Commission on June 28, 2011

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM F-6**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

of

GRUPO FINANCIERO GALICIA S.A.

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

N/A

(Translation of issuer's name into English)

REPUBLIC OF ARGENTINA

(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, New York 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, 29th 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:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
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American Depositary Shares, each American Depositary Share representing Class B Ordinary Shares, of Grupo Financiero Galicia S.A.	150,000,000 American Depositary Shares	\$5.00	\$7,500,000	\$870.75
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For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.**

The prospectus consists of the proposed Form of American Depositary Receipt included as Exhibit A to the Form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

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

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and

18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16 and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15 and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17 and

dividends, splits or plans of reorganization

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(vii) Amendment, extension or termination of the  
Articles number 20 and 21  
deposit agreement

(viii) Rights of holders of Receipts to inspect the  
Article number 11  
transfer books of the depository and the list of  
holders of Receipts

(ix) Restrictions upon the right to transfer or  
Articles number 2, 3, 4, 5, 6, 8 and  
withdraw the underlying securities  
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(x) Limitation upon the liability of the depository  
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

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of June 22, 2000, as amended and restated as of \_\_\_\_\_, 2011, among Grupo Financiero Galicia S.A., The Bank of New York Mellon as Depositary, and all Owners and holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every 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. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

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 ADSs, 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 ADS thirty days before any change in the fee schedule.

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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 June 28, 2011.

Legal entity created by the agreement for the issuance of American Depositary Shares representing Class B Ordinary Shares, of Grupo Financiero Galicia S.A.

By:

The Bank of New York Mellon,

As Depositary

By: /s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Managing Director

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Pursuant to the requirements of the Securities Act of 1933, GRUPO FINANCIERO GALICIA S.A. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Buenos Aires, Argentina on June 28, 2011.

**GRUPO FINANCIERO GALICIA S.A.**

By: /s/ Pedro A. Richards

Name: Pedro A. Richards

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 28, 2011.

/s/ Eduardo J. Escasany  
Eduardo J. Escasany  
Director

/s/ Jose Luis Gentile  
Jose Luis Gentile  
Chief Financial Officer  
(Principal Accounting Officer and Principal Financial Officer)

/s/ Federico Braun  
Federico Braun  
Director

/s/ Pedro A. Richards  
Pedro A. Richards  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Silvestre Vila Moret  
Silvestre Vila Moret  
Director

/s/ Gloria Moreno  
Gloria Moreno  
Authorized U.S. Representative

/s/ Pablo Gutiérrez  
Pablo Gutiérrez  
Director

\_\_\_\_\_  
Abel Ayerza  
Director

/s/ Eduardo J. Zimmermann  
Eduardo J. Zimmermann  
Director

\_\_\_\_\_  
Enrique Martin  
Director

\_\_\_\_\_  
Luis O. Oddone  
Director

\_\_\_\_\_  
Guido César Forcieri  
Director



INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

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Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.