

GRUPO TELEVISA S A
Form F-6EF
March 10, 2006

As filed with the U.S. Securities and Exchange Commission on March 10, 2006

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM F-6

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by Global Depository Receipts**

GRUPO TELEVISA, S.A.

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

Not applicable

(Translation of issuer's name into English)

United Mexican States

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.

(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004

Telephone (212) 623-0636

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

CT Corporation System

111 Eighth Avenue, 13th Floor

New York, New York 10011

(212) 894-8940

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

Copy to:

Scott A. Ziegler, Esq.

Ziegler, Ziegler & Associates LLP

570 Lexington Avenue, 44th Floor

New York, New York 10022

(212) 319-7600

Kenneth I. Rosh, Esq.

Fried, Frank, Harris, Shriver & Jacobson LLP

One New York Plaza

New York, New York 10004

(212) 859-8000

It is proposed that this filing become effective under Rule 466
immediately upon filing **on March 21, 2006 at 4:30 pm (EST)**

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee

Global Depositary Shares evidenced by Global Depositary Receipts, each Global Depositary Share representing five Certificados de Participacion Ordinarios ("CPOs"), which each 300,000,000 represents financial interests in, and limited voting rights with respect to, 25 Series A Shares, 22 Series B Shares, 35 Series D Shares, and 35 Series L Shares of Grupo Televisa, S.A.

	\$0.05	\$15,000,000	\$1605
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CPOs which each represent financial interests in, and limited voting rights with respect to, 25 Series A Shares, 22 Series B Shares, 35 Series D Shares, and 35 Series L Shares of Grupo Televisa, S.A.

300,000,000	0	0	0(3)
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(1) Each unit represents one Global Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of such Receipts evidencing such Global Depositary Shares.

(3) Pursuant to Rule 457(k), the fee is computed on the basis that no fees or charges are to be imposed in connection with the issuance of CPOs.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-99195.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of Global Depositary Receipt ("GDR" or "Global Depositary Receipt") included as Exhibit A to the Amendment No. 1 to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

<u>Item Number and Caption</u>	<u>Location in Form of Global Depositary Receipt Filed Herewith as Prospectus</u>
(1) Name and address of Depositary	Introductory paragraph and Face of Global Depositary Receipt, under signature line
(2) Title of Global Depositary Receipts and identity of deposited securities Terms of Deposit:	Face of Global Depositary Receipt, top center
(a) Amount of deposited securities represented by one unit of Global Depositary Shares	Face of Global Depositary Receipt, top center
(b) Procedure for voting, if any, the deposited securities	Paragraph (16)
(c) Collection and distribution of dividends	Paragraphs (4), (5), (8), and (14)
(d) Transmission of notices, reports and proxy soliciting material	Paragraphs (15), (16) and (18)
(e) Sale or exercise of rights	Paragraphs (4), (5), (8) and (14)
(f) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (8), (14) and (17)
(g) Amendment, extension or termination of the Deposit Agreement	Paragraphs (23) and (24)
(h) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts	Paragraph (18)
(i) Restrictions upon the right to transfer or withdraw the underlying securities	Paragraphs (1), (2), (4) and (5)
(j) Limitation upon the liability of the Depositary	Paragraphs (20) and (21)
(3) Fees and Charges	Paragraph (8)

Item 2. AVAILABLE INFORMATION

<u>Item Number and Caption</u>	<u>Location in Form of Global Depositary Receipt Filed Herewith as Prospectus</u>
(b) Statement that Grupo Televisa, S.A. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Securities and Exchange Commission	Paragraph (13)

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Deposit Agreement among Grupo Televisa, S.A., JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of Global Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed as exhibit (a) to Registration Statement No. 333-99195 and incorporated herein by reference.
- (a)(2) **Form of Amendment No. 1 to Deposit Agreement** including the Form of Global Depositary Receipt, is filed herewith as Exhibit (a)(2).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the Global Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** 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.** Not Applicable.
- (d) **Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

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 Global Depositary Receipts, 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 a Global Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Grupo Televisa, S.A. 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 Mexico City, Mexico on March 10, 2006.

GRUPO TELEVISIA, S.A.

By: /s/ Joaquín Balcárcel Santa Cruz

Name: Joaquín Balcárcel Santa Cruz
Title: General Counsel

By: /s/ Salvi Folch Viadero

Name: Salvi Folch Viadero
Title: Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alfonso de Angoitia Noriega, Rafael Carabias Príncipe, Jorge Lutteroth Echegoyen and Joaquín Balcárcel Santa Cruz and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for such person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form F-6 and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their 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 by the following persons in the capacities and on the date first above indicated:

Name

Title

/s/ Emilio Azcárraga Jean

Director, Chairman of the Board
Emilio Azcárraga Jean President and Chief
Executive Officer

Emilio Azcárraga Jean

/s/ María Asunción Aramburuzabala Larregui

Director and Vice-Chairwoman of the Board

María Asunción Aramburuzabala Larregui

/s/ Alfonso de Angoitia Noriega

Director

Alfonso de Angoitia Noriega

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/s/ Enrique Krauze Kleinbort

Director

Enrique Krauze Kleinbort

/s/ Germán Larrea Mota Velasco

Director

Germán Larrea Mota Velasco

/s/ Jorge Lutteroth Echegoyen

Controller

Jorge Lutteroth Echegoyen

6

/s/ Gilberto Pérezalonso Cifuentes

Director

Gilberto Pérezalonso Cifuentes

Director

Carlos Slim Domit

/s/ Alejandro Quintero Iñiguez

Director

Alejandro Quintero Iñiguez

/s/ Fernando Senderos Mestre

Director

Fernando Senderos Mestre

/s/ Enrique F. Senior Hernández

Director

Enrique F. Senior Hernández

Director

Lorenzo H. Zambrano Treviño

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SIGNATURE OF AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Grupo Televisa, S.A., has signed this Registration Statement on Form F-6 in the City of Newark, State of Delaware on March 10 , 2006.

Signature

Title

/s/ Donald J. Puglisi

Authorized Representative in the United States

Donald J. Puglisi

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INDEX TO EXHIBITS

Exhibit
Number

- (a)(2) Form of Amendment to Deposit Agreement

- (d) Opinion of Ziegler, Ziegler & Altman LLP, counsel to the
Depositary, as to the legality of the securities to be registered

- (e) Rule 466 Certification