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ERICSSON LM TELEPHONE CO
Form F-6 POS
February 20, 2009

As filed with the Securities and Exchange Commission on February 20, 2009
Registration No. 333-11870

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 2 TO FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

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

LM ERICSSON TELEPHONE COMPANY
(Translation of issuer's name into English)

KINGDOM OF SWEDEN
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.
(Exact name of depository as specified in its charter)

388 Greenwich Street
New York, New York 10013
(212) 816-6763
(Address, including zip code, and telephone number, including area code,
of depository's principal executive offices)

Ericsson Inc.
Vice President Legal Affairs
6300 Legacy Drive
Plano, Texas 75024
(972) 583-0000
(Address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

Mark S. Bergman

Herman H. Raspe, Esq.

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Paul, Weiss, Rifkind, Wharton &
Garrison LLP
Alder Castle
10 Noble Street
London EC2V 7JU
England, United Kingdom

Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

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

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offer Price** |
|--|-------------------------|--|--|
| American Depositary Shares, each representing one (1) B Share, without nominal value, of Telefonaktiebolaget LM Ericsson | N/A | N/A | N/A |

The Registrant hereby amends this Post Effective Amendment No. 2 to 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 Post Effective Amendment No. 2 to Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Post Effective Amendment No. 2 to Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Post Effective Amendment No. 2 to Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

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| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus ----- |
|--|---|
| 1. Name of Depository and address of its principal executive office | Face of Receipt - Introductor |
| 2. Title of Receipts and identity of deposited securities | Face of Receipt - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depository Share ("ADSs") | Face of Receipt - Introductor |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraph |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph |
| (iv) The transmission of notices, reports and proxy soliciting material | Reverse of Receipt - Paragraph |
| (v) The sale or exercise of rights | Reverse of Receipt - Paragraph |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Reverse of Receipt - Paragraph |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraph provision for extensions). |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs | Reverse of Receipt -Paragraph |
| (ix) Restrictions upon the right to deposit, transfer or withdraw the underlying securities | Face of Receipt - Paragraphs (|
| (x) Limitation upon the liability of the Depository | Reverse of Receipt - Paragraph |

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| Item Number and Caption ----- | Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus ----- |
|--|---|
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraphs (|
| Item 2. AVAILABLE INFORMATION | Reverse of Receipt - Paragraph |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly,

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files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

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PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amendment No. 3 to Amended and Restated Deposit Agreement filed as Exhibit (a) (i) to this Post Effective Amendment No. 2 to Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) (i) Form of Amendment No. 3 to Amended and Restated Deposit Agreement, by and among Telefonaktiebolaget LM Ericsson (the "Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners from time to time of American Depositary Shares issued thereunder. -- filed herewith as Exhibit (a) (i).

(a) (ii) Amendment No. 2 to Amended and Restated Deposit Agreement, dated as of October 23, 2002, by and among the Company, the Depositary and all Holders from time to time of American Depositary Receipts issued thereunder -- filed herewith as Exhibit (a) (ii).

(a) (iii) Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of February 10, 1997, by and among the Company, the Depositary and all Holders from time to time of American Depositary Receipts issued thereunder -- filed herewith as Exhibit (a) (iii).

(a) (iv) Amended and Restated Deposit Agreement, dated as of September 26, 1995, by and among the Company, the Depositary and the Holders from time to time of American Depositary Receipts issued thereunder -- filed herewith as Exhibit (a) (iv).

(b) Supplemental Letter Agreement, dated as of September 25, 2007, between the Depositary and Company -- filed herewith as Exhibit (b).

(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. -- None.

(d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- previously filed and incorporated by reference to Registration Statement No. 333-11870.

(e) Certificate under Rule 466. -- None.

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(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- set forth on the pages hereto.

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Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of 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 amount of fees charged is 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 (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of September 26, 1995, as amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of February 10, 1997, as further amended by Amendment No. 2 to Amended and Restated Deposit Agreement, dated as of October 23, 2002, and as proposed to be further amended by Amendment No. 3 to Amended and Restated Deposit Agreement, by and among the Company, the Depositary and Holders and Beneficial Owners of American Depositary Shares issued thereunder, 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 Post Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 20th day of February, 2009.

Legal entity created by the Amended and Restated Deposit Agreement, as amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of February 10, 1997, as further amended by Amendment No. 2 to Amended and Restated Deposit Agreement, dated as of October 23, 2002, and as proposed to be further amended by Amendment No. 3 to Amended and Restated Deposit Agreement, for the issuance of American Depositary Shares, each representing one (1) B Shares, without nominal value, of the Company.

CITIBANK, N.A., solely in its capacity as Depositary

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By: /s/ Keith Galfo

Name: Keith Galfo
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Telefonaktiebolaget LM Ericsson 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 Post Effective Amendment No. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Stockholm, Sweden, on February 20, 2009.

Telefonaktiebolaget LM Ericsson

By: /s/ Carl-Henric Svanberg

Name: Carl-Henric Svanberg
Title: Chief Executive Officer and
President

By: /s/ Hans Vestberg

Name: Hans Vestberg
Title: Executive Vice President and
Chief Financial Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Carl-Henric Svanberg and Hans Vestberg to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Post Effective Amendment No. 2 to Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post Effective Amendment No. 2 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on February 20, 2009.

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Signature

Title

/s/ Carl-Henric Svanberg

Carl-Henric Svanberg

Chief Executive Officer, President
and Director

/s/ Hans Vestberg

Hans Vestberg

Executive Vice President and Chief
Financial Officer

/s/ Michael Treschow

Michael Treschow

Chairman of the Board and Director

/s/ Sverker Martin-Lof

Sverker Martin-Lof

Deputy Chairman of the Board and
Director

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Signature

Title

/s/ Marcus Wallenberg

Marcus Wallenberg

Deputy Chairman of the Board of
Director

/s/ Roxanne S. Austin

Roxanne S. Austin

Director

/s/ Sir Peter L. Bonfield

Sir Peter L. Bonfield

Director

/s/ Borje Ekholm

Borje Ekholm

Director

/s/ Ulf J. Johannson

Ulf J. Johannson

Director

/s/ Nancy McKinstry

Nancy McKinstry

Director

/s/ Anders Nyren

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----- Director
Anders Nyren

/s/ Monica Bergstrom
----- Director
Monica Bergstrom

/s/ Anna Guldstrand
----- Director
Anna Guldstrand

/s/ Jan Hedlund
----- Director
Jan Hedlund

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Authorized Representative
in the United States

/s/ John Moore

Name: John Moore
Title: Vice President
Company: Ericsson Inc.

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Index to Exhibits

| Exhibit | Document | Sequentially Numbered Page |
|-----------|---|-------------------------------|
| ----- | ----- | ----- |
| (a) (i) | Form of Amendment No. 3 to Amended and Restated Deposit Agreement | |
| (a) (ii) | Amendment No. 2 to Amended and Restated Deposit Agreement | |
| (a) (iii) | Amendment No. 1 to Amended and Restated Deposit Agreement | |
| (a) (iv) | Amended and Restated Deposit Agreement | |
| (b) | Supplemental Letter Agreement | |