

CREDIT SUISSE GROUP AG
Form F-6 POS
March 14, 2014

333-174478

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

CREDIT SUISSE GROUP AG
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

Switzerland
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Credit Suite First Boston (USA) Inc.
Eleven Madison Avenue, New York, New York 10010
(212) 325-2000
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

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 Offering Price**	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one share of Credit Suisse Group AG	N/A	N/A	N/A	N/A

* Each unit represents one American Depositary Share.

** 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 receipts evidencing American Depositary Shares.

This Post-Effective Amendment to Registration Statement on Form F-6 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.

The Prospectus consists of the form of American Depositary Receipt ("Receipt") included as Exhibit A to the Deposit Agreement, as amended by the Second Amendment to the Deposit Agreement (each as defined below) and filed herewith as Exhibit (a)(3) and incorporated by reference herein.

PART I
INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 14, 15, 17 and 18
(iii) The collection and distribution of dividends	Articles number 6, 13, 14, 17 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 12, 14, 15, 16, 17 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 17 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 13, 14, 16, 17 and 18
(vii) Amendment, extension or termination of the deposit	Articles number 20 and 21
(viii)	Article number 12

Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts

- (ix) Restrictions upon the right to deposit or withdraw the underlying securities Articles number 2, 4, 6, 8 and 23
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- (x) Limitation upon the liability of the depository Articles number 13, 17, 18, 19 and 21

3. Fees and Charges Articles number 9 and 23

Item 2. AVAILABLE INFORMATION

- Public reports furnished by issuer Article number 12

Credit Suisse Group AG (the "Company") is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and accordingly files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the Depository.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement among the Company, Deutsche Bank Trust Company Americas as depository (the "Depository"), and all holders and beneficial owners from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed as an Exhibit to Registration Statement No. 333-13926 which is incorporated herein by reference.
- (a)(2) Form of First Amendment to the Deposit Agreement. Previously filed as an Exhibit to Post-Effective Amendment No. 1 to Registration Statement No. 333-13926 which is incorporated herein by reference.
- (a)(3) Form of Second Amendment to the Deposit Agreement, including the form of Receipt. Filed herewith as Exhibit (a)(3).
- (b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. None.
- (c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of counsel to the Depository as to the legality of the securities being registered. Previously filed as an Exhibit to Registration Statement No. 333-174478 which is incorporated herein by reference.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e)

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of