

GRUPO IUSACELL SA DE CV  
Form F-6 POS  
December 17, 2003

As filed with the Securities and Exchange Commission on December 17, 2003

Registration No. 333-11900

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

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POST EFFECTIVE AMENDMENT NO. 2 TO THE

FORM F-6  
REGISTRATION STATEMENT

under  
THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts

of

**GRUPO IUSACELL, S.A. de C.V.**

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

**N/A**

(Translation of issuer's name into English)

**United Mexican States**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depository as specified in its charter)

One Wall Street New York, N.Y. 10286  
(212) 495-1727

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

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**Christopher R. Sturdy**

**The Bank of New York**  
**101 Barclay Street, 22nd Floor**

**New York, New York, 10286**

**(212) 815-2095**

(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**

**For Further Information Contact:**

**Christopher R. Sturdy**  
**The Bank of New York**  
**ADR Department**  
**101 Barclay Street, 22nd Floor**  
  
**New York, New York, 10286**  
  
**(212) 815-2095**

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.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-10512).

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The prospectus consists of the proposed revised form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 2 to the 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

| <u>Item Number and Caption</u>  | <u>Location in Form of Receipt Filed<br/>Herewith as Prospectus</u> |
|---|---|
| 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 by one unit of Face of Receipt, upper right American Depositary Receipts | corner  |
| (ii) The procedure for voting, if any, the deposited securities   | Articles number 15, 16 and 18                                       |
| (iii) The collection and distribution of dividends  | Articles number 4, 6, 9, 12, 14, 15 and 18                          |
| (iv) The transmission of notices, reports and proxy soliciting material   | Articles number 11, 15, 16 and 18                                   |
| (v) The sale or exercise of rights  | Articles number 6, 13, 14, 15, 18 and 21                            |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                          | Articles number 12, 13, 14, 15, 17 and 18                           |
| (vii) Amendment, extension or termination of the deposit agreement  | Articles number 20 and 21   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts    | Article number 11   |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6, 8 and 22                             |

(x) Limitation upon the liability of the depositary

Articles number 13, 18, 19 and 21

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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 July 6, 1999, as amended and restated as of May 12, 2003, and as amended and restated as of \_\_\_\_\_, 2003, among Grupo Iusacell S.A. de C.V., The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as

Exhibit 1.

b.

Letter agreement among Grupo Iusacell S.A. de C.V. and The Bank of New York relating to pre-release activities. Previously Filed.

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. - Previously Filed.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

Item - 4.

Undertakings

Previously Filed.

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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 Post-Effective Amendment No. 2 to the 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 December 16, 2003.

Legal entity created by the agreement for the issuance of American Depositary Receipts for common shares, without expression of par value, of Grupo Iusacell, S.A. de C.V.

By:

The Bank of New York,  
As Depositary

By: /s/ Hernan F. Rodriguez

Name: Hernan F. Rodriguez

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, as amended, Grupo Iusacell, S.A. de C.V. has caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Mexico City, Mexico on December 16, 2003.

GRUPO IUSACELL, S.A. de C.V.

By: /s/ José Luis Riera Kinkel

Name:

José Luis Riera Kinkel

Title:

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

**Signature**

**Date**

/s/ Ricardo Benjamín Salinas Pliego

Name: Ricardo Benjamín Salinas Pliego

Title: Chairman of the Board of Directors

December 16, 2003

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/s/ Pedro Padilla Longoria

Name: Pedro Padilla Longoria

Title: Vice Chairman of the Board of Directors

December 16, 2003

/s/ Gustavo Guzmán Sepúlveda

Name: Gustavo Guzmán Sepúlveda

Title: Member of the Board and Chief Executive Officer

December 16, 2003

December 16, 2003

/s/ José Luis Riera Kinkel

Name: José Luis Riera Kinkel

Title: Chief Financial Officer

/s/ José Ignacio Morales Elcoro

Name: José Ignacio Morales Elcoro

Title: Member of the Board and Chief Accounting Officer

December 16, 2003

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Name: Luis Jorge Echarte Fernández

Title: Member of the Board

/s/ Joaquin Arrangoiz Orvañanos

Name: Joaquin Arrangoiz Orvañanos

Title: Member of the Board

December 16, 2003

/s/ Hector Rojas Villanueva

Name: Hector Rojas Villanueva

Title: Member of the Board

December 16, 2003

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Name: Marcelino Gómez Velasco

Title: Member of the Board

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Name: Manuel Rodríguez de Castro

Title: Member of the Board

December 16, 2003

/s/ Donald Puglisi

Name: Puglisi & Associates

Title: Authorized U.S. Representative

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INDEX TO EXHIBITS

| <u>Exhibit<br/>Number</u> | <u>Exhibit</u>  |
|---------------------------|---|
| 1                         | Form of Deposit Agreement dated as of July 6, 1999, as amended and restated as of May 12, 2003, and as amended and restated as of _____, 2003, among Grupo Iusacell S.A. de C.V., The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. |
| 2                         | Previously filed.   |
| 4                         | Previously filed.   |
| 5                         | Certification under Rule 466.   |