

PETROBRAS - PETROLEO BRASILEIRO SA
Form 8-A12B
March 19, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PETRÓLEO BRASILEIRO S.A. PETROBRAS

(Exact name of registrant as specified in its charter)

PETROBRAS GLOBAL FINANCE B.V.

(Exact name of registrant as specified in its charter)

BRAZILIAN PETROLEUM

Not Applicable

CORPORATION PETROBRAS

(Translation of registrant's name into English)

(Translation of registrant's name into English)

FEDERATIVE REPUBLIC OF BRAZIL

THE NETHERLANDS

(Jurisdiction of Incorporation or Organization)

(Jurisdiction of Incorporation or Organization)

Avenida República do Chile, 65

Weena 762

20031-912 Rio de Janeiro RJ,

3014 DA Rotterdam

Brazil

The Netherlands

(Address of principal executive offices)

(Address of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file numbers to which this form relates: **333-229096 and 333-229096-01**

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which

to be so Registered

Each Class is to be Registered

6.900% Global Notes due 2049 (the Notes)

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrants Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information under the heading

Description of Debt Securities on pages 11 through 27 of the Prospectus dated March 1, 2019 included in the Registration Statement on Form F-3/A of Petrobras Global Finance B.V. (the Company or PGF) and Petróleo Brasileiro S.A. Petrobras (Guarantor or Petrobras) (Registration Nos. 333-229096 and 333-229096-01), as supplemented by the information under the headings Risk Factors Risks Relating to PGF s Debt Securities , Description of the Notes and Description of the Guaranties on pages S-16 through S-17, S-23 through S-35 and S-36 through S-42, respectively, of the related Prospectus Supplement of the Company and the Guarantor, dated March 12, 2019, which information is incorporated herein by reference and made part of this registration statement in its entirety.

Item 2. Exhibits.

99 (A). Prospectus dated as of March 1, 2019, incorporated by reference to the Registration Statement on Form F-3/A filed with the SEC by the Company and the Guarantor on March 1, 2019 (Registration Nos. 333-229096 and 333-229096-01).

99 (B). Prospectus Supplement dated as of March 12, 2019, incorporated by reference to the SEC filing pursuant to Securities Act Rule 424(b)(2) by the Company and the Guarantor on March 14, 2019.

99 (C). Indenture between the Company and The Bank of New York Mellon (the Trustee) dated as of August 28, 2018, incorporated by reference to Exhibit 4.4 of the Registration Statement on Form F-3 of the Company and the Guarantor filed on August 29, 2018 (Registration Nos. 333-227087 and 333-227087-01).

99 (D). Guaranty for the Notes dated as of March 19, 2019, between the Guarantor and the Trustee, incorporated by reference to Exhibit 4.5 of the Report on Form 6-K furnished by the Guarantor to the SEC on March 19, 2019.

99 (E). First Supplemental Indenture dated as of March 19, 2019, among the Company, the Guarantor and the Trustee, incorporated by reference to Exhibit 4.6 of the Report on Form 6-K furnished by the Guarantor to the SEC on March 19, 2019.

99 (F). Form of 6.900% Global Notes due 2049 incorporated by reference to Exhibit 4.7 of the Report on Form 6-K furnished by the Guarantor to the SEC on March 19, 2019.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, each of the Registrants has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

PETRÓLEO BRASILEIRO S.A.
PETROBRAS
(Registrant)

By: /s/ Bianca Nasser Patrocínio
Name: Bianca Nasser Patrocínio
Title: Attorney in Fact

PETROBRAS GLOBAL FINANCE B.V.
(Registrant)

By: /s/ Larry Carris Cardoso
Name: Larry Carris Cardoso
Title: Attorney in Fact

Date: March 19, 2019

INDEX TO EXHIBITS

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