

Mechel OAO  
Form F-6 POS  
May 19, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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**

**MECHEL OAO**

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

**RUSSIAN FEDERATION**

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

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

(Exact name of depositary as specified in its charter)

**Deutsche Bank Trust Company  
60 Wall Street  
New York, New York 10005  
(212) 250-1905**

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

**Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19715  
+1-302-738-6680**

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

Copies to:

**Deutsche Bank Trust Company Americas  
Attention: ADR Department  
60 Wall Street  
New York, New York 10005  
(212) 250-9100**

**Joseph Ferraro, Esq.  
Dewey & LeBoeuf LLP  
No. 1 Minster Court  
Mincing Lane  
London EC3R 7YL  
+44 20 7459 5125**

It is proposed that this filing become effective under Rule 466:

ý immediately upon filing

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o on (Date) at (Time)

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

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of securities to be registered(1)</b>  | <b>Amount to be registered</b> | <b>Proposed maximum aggregate price per unit*</b> | <b>Proposed maximum aggregate offering price*</b> | <b>Amount of registration fee**</b> |
|---|--------------------------------|---|---|-------------------------------------|
| American Depositary Shares ("ADSs") evidenced by American Depositary Receipts, each ADS representing one ordinary share nominal value 10 rubles per share of Mechel OAO | N/A                            | N/A   | N/A   | N/A                                 |

\* 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.

\*\* All of which was paid in connection with the initial filing of the Registration Statement with the Commission.

**PART I**

**INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or American Depositary Receipt") included as Annex A to the form of Amendment to Deposit Agreement filed herewith as Exhibit (a)(2), which is incorporated herein by reference.

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

Cross Reference Sheet

| <b>Item, Number and Caption</b>  | <b>Location in form of American Depositary Receipt Previously Filed as Prospectus</b> |
|--|---|
| 1. Name and address of Depositary  | Introductory Paragraph  |
| 2. Title of American Depositary Receipts and Identity of deposited securities  | Face of American Depositary Receipt, before Introductory Paragraph                    |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities Represented by one unit of American Depositary Receipts   | Face of American Depositary Receipts, upper right corner                              |
| (ii) The procedure for voting, if any, the deposited securities  | Paragraphs 15 and 16  |
| (iii) The collection and distribution of dividends   | Paragraphs 12, 14 and 15  |
| (iv) The transmission of notices, reports and proxy soliciting material  | Paragraphs 11, 15 and 16  |
| (v) The sale or exercise of rights   | Paragraph 13  |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization   | Paragraphs 12, 15 and 17  |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Paragraphs 19, 20 and 21  |
| (viii) Rights of holders of American Depositary Receipts to inspect the transfer books of the Depositary and the list of holders of American Depositary Receipts | Paragraph 11  |
| (ix) Restrictions upon the right to transfer, deposit or withdraw of underlying securities   | Paragraphs 2, 3, 4, 6 and 8   |
| (x) Limitation upon the liability of the Depositary  | Paragraphs 13, 18, 24 and 25  |
| 3. Fees and Charges  | Paragraph 7   |

**Item 2. AVAILABLE INFORMATION**

| <b>Item, Number and Caption</b>  | <b>Location in Form of American Depositary Receipt Previously Filed as Prospectus</b> |
|--|---|
| Statement that Mechel OAO is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copies by public reference facilities maintained by the Commission in Washington, D.C. | 3   |

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a)(1) **Agreement. Deposit Agreement, dated as of July 27, 2004, among Mechel OAO (the "Company"), Deutsche Bank Trust Company Americas, as depositary (the "Depositary"), and holders and beneficial owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder (the "Deposit Agreement").** Previously filed.
- (a)(2) **Amendment. Form of Amendment to Deposit Agreement, including the form of American Depositary Receipt.** Filed herewith as Exhibit (a)(2).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereby 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 counsel to the Depositary, as to legality of the securities being registered.** Previously filed.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

**Powers of Attorney for certain directors of the Company.** Set forth on 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 American Depositary Receipts, any reports and communications received from the Company 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 Company.
- (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 an American Depositary Receipt thirty (30) days before any change in the fee schedule.

**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 to the Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on May 19, 2008.

For and on behalf of the legal entity created by the agreement for the issuance of American Depositary Receipts for shares of Mechel OAO:

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Depositary

By: /s/ CHRIS KONOPELKO

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Name: Chris Konopelko  
Title: *Vice President*

By: /s/ JIM KELLY

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Name: Jim Kelly  
Title: *Vice President*

**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 to the Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Moscow, Russian Federation, on May 19, 2008.

MECHEL OAO

By: /s/ IGOR V. ZYUZIN

Name: Igor V. Zyuzin

Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on May 19, 2008.

| Name                       | Title                                  |
|----------------------------|--|
| /s/ IGOR V. ZYUZIN         |  |
| Igor V. Zyuzin             | Chief Executive Officer and Director   |
| /s/ VALENTIN V. PROSKURNYA |  |
| Valentin V. Proskurnya     | Chairman                               |
| /s/ STANISLAV PLOSCHENKO   |  |
| Stanislav Ploschenko       | Chief Financial Officer                |
| /s/ TATIANA KALYADINA      |  |
| Tatiana Kalyadina          | Chief Accountant                       |
| /s/ ALEXEY G. IVANUSHKIN   |  |
| Alexey G. Ivanushkin       | Chief Operational Officer and Director |
| /s/ VLADIMIR A. POLIN      |  |
| Vladimir A. Polin          | Director                               |
| /s/ ROGER I. GALE          |  |
| Roger I. Gale              | Director                               |

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*/s/* A. DAVID JOHNSON

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Director

A. David Johnson

*/s/* SERAFIM V. KOLPAKOV

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Director

Serafim V. Kolpakov

*/s/* ALEXANDER E. YEVTUSHENKO

---

Director

Alexander E. Yevtushenko

*/s/* ALEX POLEVOY

---

Director

Alex Polevoy

*/s/* PUGLISI & ASSOCIATES

---

Authorized U.S. Representative

Puglisi & Associates



**INDEX TO EXHIBITS**

**Exhibit  
Number**

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- (a)(2) Form of Amendment to Deposit Agreement, including form of Receipt
- (e) Rule 466 certification

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