

NATIONAL BANK OF GREECE SA  
Form F-6 POS  
May 26, 2015

As filed with the Securities and Exchange Commission on May 26, 2015

Registration No. 333-204293

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM F-6**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

of

**Ε ΝΙΚΗ ΤΡΑ ΕΖΑ ΤΗ Ε ΑΔΟ Α.Ε.**

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

**NATIONAL BANK OF GREECE S.A.**

(Translation of issuer's name into English)

The Hellenic Republic

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 11th Floor**

**New York, New York 10286**

**(212) 495-1784**

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

**Copies to:**

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

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.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form F-6 Registration Statement is filed solely to correct typographical errors in the Registration Statement signature page of the issuer of the deposited securities pursuant to Rule 478 under the Securities Act of 1933 to show correctly the officers and directors of that issuer that actually signed the Registration Statement.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item -1. Description of Securities to be Registered

Cross Reference Sheet

<b>Item Number and Caption</b>	<b>Location in Form of Receipt Filed Herewith as Prospectus</b>
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 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 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 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 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 deposit 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 14, 18, 21 and 22

3. Fees and Charges

Articles 7 and 8

Item - 2. Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- a. Form of Deposit Agreement dated as of May 28, 1998, as amended and restated as of October 25, 1999, December 3, 1999, December 31, 2001 and as further amended and restated as of January 22, 2010, among National Bank of Greece S.A., The Bank of New York Mellon as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed previously.
- b. Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - 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. - See (a) above.
- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed previously.
- e. Certification under Rule 466. - Filed herewith as Exhibit 5.

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 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 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 ADS thirty 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 No 1 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 May 26, 2015.

Legal entity created by the agreement for the issuance of American Depositary Shares for ordinary shares of National Bank of Greece S.A.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Robert W. Goad

Name: Robert W. Goad

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, National Bank of Greece S.A. has caused this Post-Effective Amendment No 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Athens, Greece on May 26, 2015.

**NATIONAL BANK OF GREECE S.A.**

By: /s/ Leonidas Fragkiadakis

Name: Leonidas Fragkiadakis

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No 1 to the Registration Statement has been signed by the following persons in the capacities indicated on May 19, 2015.

/s/ Louka Katseli  
Louka Katseli  
Director and Chair of the Board

/s/ Leonidas Fragkiadakis  
Leonidas Fragkiadakis  
Director and Chief Executive Officer  
(Principal Executive Officer)

/s/ Dimitrios Dimopoulos  
Dimitrios Dimopoulos  
Director and Deputy Chief Executive Officer

/s/ Paula Hadjisotiriou  
Paula Hadjisotiriou  
Director and Deputy Chief Executive  
Officer- Group Chief Financial Officer  
(Principal Financial Officer)

/s/ Paul Mylonas  
Paul Mylonas  
Director and Deputy Chief Executive Officer

/s/ Dimitrios Afendoulis  
Dimitrios Afendoulis  
Director

Charalambos Makkas  
Director

Alexandra Papalexopoulou- Benopoulou  
Director

Petros Sabatakakis

/s/ Angeliki Skandaliari  
Angeliki Skandaliari



Director

Director

Spiridon Theodoropoulos  
Director

/s/ Stavros Koukos  
Stavros Koukos  
Director

/s/ Efthymios Katsikas  
Efthymios Katsikas  
Director

/s/ Nikolaos Voutychtis  
Nikolaos Voutychtis  
Assistant General Manager of Group Finance  
(Principal Accounting Officer)

/s/ Donald J. Puglisi  
Donald J. Puglisi  
Puglisi & Associates  
Authorized U.S. Representative

INDEX TO EXHIBITS

Exhibit

Number Exhibit

5 Certification under Rule 466.