FIAT S P A
Form F-6 POS
November 21, 2007

As filed with the Securities and Exchange Commission on November 21, 2007

333-139472

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

POST-EFFECTIVE AMENDMENT TO

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 FOR DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS

FIAT S.p.A.
(Exact name of issuer of deposited securities as specified in its charter)

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

THE REPUBLIC OF ITALY
(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)

Marco Casalino
Fiat Finance North America. Inc.
7 Times Square Tower
New York, NY 10036
(212) 207-0910
(Address, including zip code, and telephone number, including area code, of agent for service)
With copies to:
Deutsche Bank Trust Company Americas
Attention: ADR Department
60 Wall Street,
New York, New York 10005
(212) 250-9100

It is proposed that this filing become x immediately upon filing.
effective under Rule 466:

o on (Date) at (Time).

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

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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
Ordinary American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one Ordinary Share of Fiat S.p.A.	N/A	N/A	N/A	N/A
Preference American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one Preference Share of Fiat S.p.A.	N/A	N/A	N/A	N/A
Savings American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one Savings Share of Fiat S.p.A.	N/A	N/A	N/A	N/A

* Each unit represents one American Depositary Share of the relevant class.

** 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 of the relevant class.

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any of counterparts, each of which shall be deemed an original, and all of such counterparts together constitute one and the same instrument.

PART I
INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Ordinary Share Prospectus consists of the form of American Depositary Receipt, included as Exhibit A to the Amendment No. 1 to the Amended and Restated Deposit Agreement filed as Exhibit (a)(4) to this Post-Effective Amendment to Registration Statement on Form F-6 and incorporated herein by reference.

The Preference Share Prospectus consists of the form of American Depositary Receipt, included as Exhibit B to the Amendment No. 1 to the Amended and Restated Deposit Agreement filed as Exhibit (a)(4) to this Post-Effective Amendment to Registration Statement on Form F-6 and incorporated herein by reference.

The Savings Share Prospectus consists of the form of American Depositary Receipt, included as Exhibit C to the Amendment No. 1 to the Amended and Restated Deposit Agreement filed as Exhibit (a)(4) to this Post-Effective Amendment to Registration Statement on Form F-6 and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

Item Number and Caption		**Location in Form of American Depositary Receipts ("Receipts") Filed Herewith as Prospectuses**
1. Name of depositary and address of its principal executive office		Face of Receipts, Paragraph (9)
2. Title of Receipts and identity of deposited securities		Face of Receipts, Top center
Terms of Deposit:		
(i)	The amount of deposited securities represented by one American Depositary Share	Face of Receipts, Upper right corner
(ii)	The procedure for voting, if any, the deposited securities	Paragraph (12)
(iii)	The collection and distribution of dividends	Paragraph (10)
(iv)	The transmission of notices, reports and proxy soliciting material	Paragraph (8)
(v)	The sale or exercise of rights	Paragraphs (2), (3) and (4)
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraph (13)
(vii)	Amendment, extension or termination of the deposit arrangements	Paragraph (16)
(viii)	Rights of holders of Receipts to inspect the transfer books of the depositary and list of holders of Receipts	Paragraph (8)
(ix)	Restrictions upon the right to	Paragraph (4)

	deposit or withdraw the underlying securities	
(x)	Limitation upon the liability of the depositary	Paragraph (14)
3. Fees and charges which may be imposed directly or indirectly against holders of Receipts		Paragraph (7)

Item 2. **AVAILABLE INFORMATION**

Fiat S.p.A. publishes on its web site (www.fiatgroup.com) or otherwise makes available through an electronic information delivery system, on an ongoing basis certain public reports and documents required by foreign law or otherwise under Rule 12g3-2(b) under the Securities Exchange Act of 1934 (“Exchange Act”).

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(1) Amended and Restated Deposit Agreement, dated as of December 19, 2006, and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all Owners and holders from time to time of Ordinary American Depositary Shares evidenced by American Depositary Receipts issued thereunder. Previously filed as Exhibit (a)(1) to Registration Statement No. 333-139472 and incorporated herein by reference (the "Ordinary Share Deposit Agreement").

(a)(2) Amended and Restated Deposit Agreement, dated as of December 19, 2006, and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all Owners and holders from time to time of Preference American Depositary Shares evidenced by American Depositary Receipts issued thereunder. Previously filed as Exhibit (a)(2)) to Registration Statement No. 333-139472 and incorporated herein by reference (the "Preference Share Deposit Agreement").

(a)(3) Amended and Restated Deposit Agreement, dated as of December 19, 2006, and among the Company, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all Owners and holders from time to time of Savings American Depositary Shares evidenced by American Depositary Receipts issued thereunder. Previously filed herewith as Exhibit (a)(3)) to Registration Statement No. 333-139472 and incorporated herein by reference (the "Savings Share Deposit Agreement").

(a)(4) Amendment No. 1 to Ordinary Share Deposit Agreement, Preference Share Deposit Agreement and Savings Share Deposit Agreement, dated as of November , 2007 and among the Company, the Depositary, and all Owners and holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (including the forms of American Depositary Receipts, attached as Exhibits A, B and C thereto). Filed herewith as Exhibit (a)(4)

(b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -Not Applicable.

(c) Every material contract relating to the deposited securities the Depositary and the Company in effect at any time within the last three years. Not Applicable.

(d) Opinion of counsel to the Depositary as to the legality of the securities being registered. Previously filed as Exhibit (d) to Registration Statement No. 333-139472 and incorporated herein by reference..

(e) Certification under Rule 466. Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative 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 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 disclosed in the prospectus, the Depositary under-takes 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 under-takes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Company Americas, on behalf of the legal entity created by the Amended and Restated Deposit Agreements incorporated by reference as Exhibits (a)(1), (a)(2) and (a)(3) respectively, as amended by Amendment No. 1 thereto filed as Exhibit (a)(4) to this Post-Effective Amendment to Registration Statement on Form F-6, by and among the Company, Deutsche Bank Trust Company Americas, as successor depositary, and all Owners and holders time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that is 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on November 21, 2007.

Legal entity created by the form of Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares

Deutsche Bank Trust Company Americas, solely in its capacity as Depositary

By: /s/ James Kelly
Name: James Kelly
Title: Vice President

By: /s/ Edwin Reyes
Name: Edwin Reyes
Title: Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, FIAT S.p.A. 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on November 21, 2007.

FIAT S.p.A.

By: /s/Sergio Marchionne
Name: Sergio Marchionne
Title: Director and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on November 21, 2007.

Name	Title
/s/Luca Cordero di Montezemolo Luca Cordero di Montezemolo	Chairman of the Board of Directors
/s/Sergio Marchionne Sergio Marchionne	Director and Chief Executive Officer Principal Executive Officer
/s/Andrea Agnelli Andrea Agnelli	Director
Roland Berger	Director
Tiberto Brandolini d'Adda	Director
René Carron	Director
/s/John Philip Elkann John Philip Elkann	Director and Vice Chairman
/s/Luca Garavoglia Luca Garavoglia	Director
/s/Gian Maria Gross-Pietro Gian Maria Gross-Pietro	Director
/s/Virgilio Marrone Virgilio Marrone	Director
/s/Vittorio Mincato Vittorio Mincato	Director

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/s/Pasquale Pistorio Pasquale Pistorio	Director
/s/Carlo Sant' Albano Carlo Sant'Albano	Director
/s/Ratan Tata Ratan Tata	Director
/s/Mario Zibetti Mario Zibetti	Director
/s/Alessandro Baldi Alessandro Baldi	Group Controller Principal Financial Officer and Principal Accounting Officer
/s/Maurizio Francescatti Maurizio Francescatti	Group Treasurer Principal Financial Officer and Principal Accounting Officer
/s/Marco Casalino Marco Casalino	Authorized Representative in the United States

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INDEX TO EXHIBITS

(a)(4) Amendment to the Ordinary Share Deposit Agreement, the Preference Share Deposit Agreement and the Savings Share Deposit Agreement.

(e) Rule 466 Certification

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