ERICSSON LM TELEPHONE CO Form F-6 December 30, 2013

As filed with the United States Securities and Exchange Commission on December 30, 2013

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

FORM F-6 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS

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

LM Ericsson Telephone Company (Translation of issuer's name into English)

Sweden

(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)

Ericsson Inc. 6300 Legacy Drive Plano, Texas 75024 (972) 583-0000

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

Copies to:

Deutsche Bank Trust Company Americas 60 Wall Street New York, New York 10005 (212) 250-9100

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

o on (Date) at (Time).

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount to	Proposed	Proposed	Amount of
Securities to be Registered	be	Maximum	Maximum	Registration
	Registered	Aggregate Price Per Unit*	Aggregate Offering Price**	Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one deposited B share of Telefonaktiebolaget LM Ericsson		\$0.05	\$25,000,000	\$3,220

Each unit represents one American Depositary Share.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

^{**}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.

This Registration Statement may be executed in any number of counterparts, each of w	hich shall be deemed an
original, and all of such counterparts together shall constitute one and the same instrument.	

PART I INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

Item Numbe	er and Caption		Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus	
1.	Name of depositary and address of its principal executive office		Face of Receipt, Introductory article and bottom center	
2.	Title of Receipts and identity of deposited securities		Face of Receipt, Top center	
	Terms of Deposit:			
	(i)	The amount of deposited securities represented by one American Depositary Share	Face of Receipt, Upper right corner	
	(ii)	The procedure for voting, if any, the deposited securities	Reverse, Paragraphs (16) and (17)	
	(iii)	The collection and distribution of dividends	Reverse, Paragraphs (14) and (15)	
	(iv)	The transmission of notices, reports and proxy soliciting material	Reverse, Paragraph (19)	
(vi) The resul		The sale or exercise of rights	Reverse, Paragraph (14)	
		The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Reverse, Paragraphs (14) and (18)	
	(vii)	Amendment, extension or termination of the deposit arrangements	Reverse, Paragraphs (22) and (23)	
	(viii)	Rights of holders of Receipts to inspect the transfer books of the	Reverse, Paragraph (19)	

depositary and the list of holders of Receipts

(ix) Restrictions upon the right to Face, Paragraphs (1), (2) and (3) transfer or withdraw the underlying securities

(x) Limitation upon the liability of the depositary

Reverse, Paragraph (20)

3. Fees and charges which may be imposed directly or indirectly against holders of Receipts

Face, Paragraphs (3), (4) and (6)

Item 2. AVAILABLE INFORMATION

Reverse, Paragraph (22)

(b) Statement that Telefonaktiebolaget LM Ericsson is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Second Amended and Restated Deposit Agreement among Telefonaktiebolaget LM Ericsson, Deutsche Bank Trust Company Americas as successor Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder, including the form of American Depositary Receipt. Filed herewith as Exhibit (a).
- (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 between 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. Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. Not Applicable
- (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 not 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 Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, by and among Telefonaktiebolaget LM Ericsson, Deutsche Bank Trust Company Americas, as depositary, and all Holders from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 30, 2013.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing One B share of Telefonaktiebolaget LM Ericsson

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

By: /s/ James Kelly

Name: James Kelly Title: Vice President

By: /s/ Christopher Konopelko

Name: Christopher Konopelko

Title: Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Telefonaktiebolaget LM Ericsson 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on December 30, 2013.

Telefonaktiebolaget LM Ericsson (publ)

By: /s/ Hans Vestberg
Name: Hans Vestberg

Title: President and Chief Executive

Officer

By: /s/ Jan Frykhammar Name: Jan Frykhammar

Title: Executive Vice President and

Chief Financial Officer and Head of Group Function Finance

Each person whose signature appears below hereby constitutes and appoints Hans Vestberg and Jan Frykhammar, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on December 30, 2013.

SIGNATURES

Signature	Title

/s/ Leif Johansson Chairman of the Board of Directors

Leif Johansson

/s/ Sverker Martin-Löf Deputy Chairman of the Board of Directors

Sverker Martin-Löf

/s/ Jacob Wallenberg Deputy Chairman of the Board of Directors

Jacob Wallenberg

/s/ Roxanne S. Austin Director

Roxanne S. Austin

/s/ Sir Peter L. Bonfield Director

Sir Peter L. Bonfield

/s/ Nora Denzel Director

Nora Denzel

/s/ Börje Ekholm Director

Börje Ekholm

/s/ Alexander Izosimov Director

Alexander Izosimov

/s/ Ulf J. Johansson Director

Ulf J. Johansson

/s/ Kristin Skogen Lund Kristin Skogen Lund Director

/s/ Hans Vestberg

Director, President and Chief Executive

Officer

Hans Vestberg

/s/ Pär Östberg Pär Östberg

Director

/s/ Pehr Claesson Pehr Claesson Director

/s/ Kristina Davidsson

Director

Kristina Davidsson

Director

Karin Åberg

Executive Vice President and Chief Financial

/s/ Jan Frykhammar

Officer and

Jan Frykhammar

Head of Group Function Finance

/s/ John Moore John Moore Authorized Representative in the United States Vice President Legal Affairs and Secretary,

Ericsson Inc.

INDEX TO EXHIBITS

Exhibit Number

- (a) Form of Second Amended and Restated Deposit Agreement
- (d) Opinion of counsel to the Depositary