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GRUPO TELEVISA S A

Form S-8 POS

January 07, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 7, 2003.

REGISTRATION NO.: 333-102256

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GRUPO TELEVISA, S.A.
(Exact name of Registrant as specified in its charter)

UNITED MEXICAN STATES
(State or other
jurisdiction
of incorporation or organization)

NONE
(I.R.S. Employer
Identification No.)

AV. VASCO DE QUIROGA, NO. 2000
COLONIA SANTA FE
01210 MEXICO, D.F.
MEXICO
(52) (555) 261-2000
(Address and telephone number of
Registrant's principal
executive offices) (Zip Code)

DONALD J. PUGLISI
PUGLISI & ASSOCIATES
850 LIBRARY STREET, SUITE 204
P.O. BOX 885
NEWARK, DELAWARE 19715
(302) 738-6680
(Name, address and telephone
number of agent for service)

GRUPO TELEVISA, S.A. STOCK OPTION PLAN
(Full Title of the Plan)

COPIES TO:

JOSEPH A. STERN, ESQ.
KENNETH ROSH, ESQ.
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
ONE NEW YORK PLAZA
NEW YORK, NEW YORK 10004
(212) 859-8000

JUAN SEBASTIAN MIJARES ORTEGA
GRUPO TELEVISA, S.A.
AVENIDA VASCO DE QUIROGA, NO. 2000
01210 MEXICO, D.F.
MEXICO
(52) (555) 261-2000

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION
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SECURITIES TO BE REGISTERED	(1)	PER UNIT (1) (2)	(1) (2)	FEE
Series A Shares, without par value (3) (4).....	1,850,000	\$29.04	\$53,724,000.00	\$4,943.00
Series L Shares, without par value (3) (4).....	1,450,000	\$29.04	\$42,108,000.00	\$3,874.00
Series D Shares, without par value (3) (4)	1,450,000	\$29.04	\$42,108,000.00	\$3,874.00
Total.....	4,750,000			\$12,691.00

- (1) This represents (i) the maximum aggregate projected amount of securities issuable under the Grupo Televisa, S.A. Stock Option Plan through December 31, 2008 and (ii) such indeterminate amount of securities that may be issued pursuant to the Grupo Televisa, S.A. Stock Option Plan in the event of a stock dividend, stock split, recapitalization or other similar event.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based on the average of the high and low prices of the Registrant's Global Depositary Shares ("GDSs") on the New York Stock Exchange on December 23, 2002.
- (3) Ordinary Participation Certificates ("CPOs"), each representing financial interests in, and limited voting rights with respect to, one Series A Share, one Series L Share and one Series D Share issuable upon deposit of the Series A Shares, Series L Shares and Series D Shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 33-71810). GDSs evidenced by Global Depositary Receipts issuable upon deposit of such CPOs have also been registered under the same registration statement on Form F-6. Each GDS represents twenty CPOs.
- (4) All of the Series A Shares, Series L Shares and Series D Shares registered pursuant to this registration statement on Form S-8 have been or will be issued in the form of CPOs.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF EXHIBITS
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4.1 --	Amended and Restated Bylaws (Estatutos Sociales) of the Registrant, dated as of April 30, 2002, including a translation into English (previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2001 and incorporated herein by reference).
5.1 --	Opinion of Mijares, Angoitia, Cortes y Fuentes, S.C. as to the legality of the CPOs and the Series A Shares, the Series L Shares and the Series D Shares underlying such CPOs.*
23.1 --	Consents of PricewaterhouseCoopers.**
23.2 --	Consent of Mijares, Angoitia, Cortes y Fuentes, S.C. (included in Exhibit 5.1).*
24.1 --	Power of Attorney is included in the signature pages to the Registration Statement, dated December 30, 2002.**
*	This supersedes and replaces the original opinion and consent of Mijares, Angoitia, Cortes y Fuentes, S.C. which were filed in connection with the Registration Statement, dated December 30, 2002.
**	Filed previously.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Mexico City, Mexico on January 7, 2003.

GRUPO TELEVISIA, S.A.

By: /s/Rafael Carabias Principe

Name: Rafael Carabias Principe
Title: Vice President of Administration

By: /s/Jorge Lutteroth Echegoyen

Name: Jorge Lutteroth Echegoyen
Title: Controller and Vice President

Pursuant to the requirements of the Securities Act of 1933, this

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Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date first above indicated:

SIGNATURE	TITLE
/s/Emilio Azcarraga Jean ----- Emilio Azcarraga Jean	Director, Chairman of the Board, President and Chief Executive Officer
/s/Maria Asuncion Aramburuzabala Larregui ----- Maria Asuncion Aramburuzabala Larregui	Director and Vice Chairwoman of the Board
/s/ Juan Abello Gallo ----- Juan Abello Gallo	Director
/s/Alfonso de Angoitia Noriega ----- Alfonso de Angoitia Noriega	Director, Executive Vice President and Chief Financial Officer
/s/Julio Barba Hurtado ----- Julio Barba Hurtado	Director
/s/Jose Antonio Baston Patino ----- Jose Antonio Baston Patino	Director
/s/Ana Patricia Botin O'Shea ----- Ana Patricia Botin O'Shea	Director
/s/Manuel Jorge Cutillas Covani ----- Manuel Jorge Cutillas Covani	Director
/s/Jaime Davila Urcullu ----- Jaime Davila Urcullu	Director
/s/Carlos Fernandez Gonzalez ----- Carlos Fernandez Gonzalez	Director
/s/Bernardo Gomez Martinez	

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----- Bernardo Gomez Martinez	Director
/s/Claudio X. Gonzalez Laporte ----- Claudio X. Gonzalez Laporte	Director
/s/Roberto Hernandez Ramirez ----- Roberto Hernandez Ramirez	Director
/s/Enrique Krauze Kleinbort ----- Enrique Krauze Kleinbort	Director
----- German Larrea Mota Velasco	Director
/s/Jorge Lutteroth Echegoyen ----- Jorge Lutteroth Echegoyen	Controller
/s/Gilberto Perezalonso Cifuentes ----- Gilberto Perezalonso Cifuentes	Director
/s/Alejandro Quintero Iniguez ----- Alejandro Quintero Iniguez	Director
----- Fernando Senderos Mestre	Director
/s/Enrique F. Senior Hernandez ----- Enrique F. Senior Hernandez	Director
/s/Lorenzo H. Zambrano Trevino ----- Lorenzo H. Zambrano Trevino	Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Grupo Televisa, S.A., has signed this Post-Effective Amendment No. 1 to the

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Registration Statement on Form S-8 in the City of Newark, State of Delaware
on January 7, 2003.

SIGNATURE

TITLE

/s/Donald J. Puglisi

Donald J. Puglisi

Authorized Representative in the United
States