
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Form F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CENCOSUD S.A.
(Exact Name of Registrant as Specified in Its Charter)

N/A
(Translation of Registrant's Name Into English)

Republic of Chile
(State or Other Jurisdiction of
Incorporation or Organization)

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

Av. Kennedy 9001, Piso 6
Las Condes, Santiago, Chile
Tel. +56 (2) 2959-0545
(Address and telephone number of Registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, NY 10011
(212) 590-9200
(Name, address, and telephone number of agent for service)

Copies to:
Marcelo A. Mottes, Esq.
Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, New York 10005
(212) 530-5000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration Statement No. 333-212456

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Aggregate Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Shares of common stock, no par value (which may be represented by American Depositary Shares) (3)	9,475,069(3)	\$8.07(4)	\$76,463,806.83	\$7,699.91(5)

- (1) Represents only the additional number of securities being registered hereby, and does not include the securities that the Registrant previously registered on the Registration Statement on Form F-3 (File No. 333-212456). Includes shares of common stock that may be offered and sold in the United States and shares of common stock that are to be offered and sold outside the United States but may be resold in the United States in transactions requiring registration under the Securities Act of 1933, as amended.
- (2) Includes shares of common stock that may be offered and sold in the United States and shares of common stock that are to be offered and sold outside the United States but may be resold in the United States in transactions requiring registration under the Securities Act of 1933, as amended.
- (3) American Depositary Shares issuable on deposit of the shares of common stock registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-181870) or will be registered under a future registration statement on Form F-6. Each American depositary share represents three shares of common stock.
- (4) Based on the public offering price of U.S.\$8.07 per American Depositary Share.
- (5) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Represents the registration fee only for the additional amount of securities being registered hereby. The Registrant previously registered securities pursuant to a Registration Statement on Form F-3ASR (File No. 333-212456), for an aggregate maximum offering price of \$408,849,253.24 for which a registration fee of \$41,171.12 was paid.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“**Securities Act**”), Cencosud S.A. (the “**Registrant**”) is filing this Registration Statement on Form F-3 (this “**Registration Statement**”) with the Securities and Exchange Commission (“**Commission**”) for the sole purpose of registering additional shares of common stock. This Registration Statement relates to the Registrant’s prior Registration Statement on Form F-3, as amended (File No. 333-212456) (the “**Prior Registration Statement**”), which became effective upon filing on July 11, 2016. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

The Registrant hereby certifies to the Commission that (i) it will pay the filing fee set forth on the cover page of this registration statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business on July 18, 2016), and (ii) there are sufficient funds in the relevant account to cover the amount of such filing fee.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Santiago, Chile, on July 14, 2016.

Cencosud S.A.

By: /s/Jaime Soler
Name: Jaime Soler
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 14, 2016.

<u>/s/ Jaime Soler</u> Jaime Soler	Chief Executive Officer (Principal Executive Officer)
* <u>Rodrigo Larrain</u>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* <u>Horst Paulmann Kemna</u>	Chairman of the Board and Director
* <u>Heike Paulmann Koepfer</u>	Director
* <u>Peter Paulmann Koepfer</u>	Director
** <u>Richard Büchi Buc</u>	Director
* <u>Cristián Eyzaguirre</u>	Director
** <u>David Gallagher</u>	Director
** <u>Julio Moura</u>	Director
* <u>Roberto Philipps</u>	Director
** <u>Mario Valcarce</u>	Director
<u>/s/ Donald J. Puglisi</u> Donald J. Puglisi	Authorized Representative in the United States Managing Director, Puglisi & Associates

*By: /s/ Jaime Soler
Jaime Soler
Attorney-in-Fact

** Denotes directors that did not sign this registration statement.

EXHIBIT INDEX

The following exhibits are filed herewith or incorporated by reference herein:

- 1.1* Form of Underwriting Agreement.
- 4.1 Amended and Restated Deposit Agreement dated as of June 21, 2012 among the Company, The Bank of New York Mellon, as depository, and all holders and beneficial owners from time to time of American Depositary Shares issued thereunder, previously filed as Exhibit 1 to the Company's Form F-6 filed with the Securities and Exchange Commission on June 4, 2012 and incorporated by reference herein.
- 5.1 Opinion of Morales Besa y Cía. Ltda. regarding the legality of the shares of common stock being registered.
- 8.1 Tax opinion of Milbank, Tweed, Hadley & McCloy LLP regarding certain U.S. tax matters.
- 8.2 Tax opinion of Morales Besa y Cía. Ltda. regarding certain Chilean tax matters (included in Exhibit 5.1).
- 23.1 Consent of PricewaterhouseCoopers.
- 23.2 Consent of Morales Besa y Cía. Ltda. (included in Exhibit 5.1).
- 23.3 Consent of Milbank Tweed Hadley & McCloy LLP (included in Exhibit 8.1).
- 24.1 Power of Attorney of certain directors and officers of the Registrant (incorporated by reference to Exhibit 24.1 to the Registrant's Registration Statement on Form F-3 (File No. 333-212456) filed on July 11, 2016).
- * To be filed by amendment to the Registration Statement or incorporated by reference from documents filed or to be filed with the Commission under the Securities Exchange Act of 1934.



Santiago, Chile, July 14, 2016

Cencosud S.A.
Av. Kennedy 9001, piso 7
Las Condes, Santiago
Chile

Ladies and Gentlemen:

We have acted as special Chilean counsel to Cencosud S.A. (the “Company”), an open stock corporation (*sociedad anónima abierta*) organized under the laws of Chile, in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the “SEC”), under the Securities Act of 1933, as amended (the “Securities Act”), of a Registration Statement on Form F-3 (the “462 Registration Statement”) to be filed pursuant to Rule 462(b) under the Securities Act, and the offering by Inversiones Tano Limitada (the “Selling Shareholder”) of common shares (the “Common Shares”) without par value, including Common Shares in the form of American Depositary Shares.

The 462 Registration Statement to be filed by the Company with the SEC relates to the offering by the Selling Shareholder of an aggregate of up to an additional 28,425,207 Common Shares, and incorporates by reference the contents of the Registration Statement on Form F-3 (File No. 333-212456), including the prospectus contained therein (the “Prospectus”) and the exhibits thereto, that was initially filed with the SEC on July 11, 2016.

In so acting, we have examined and relied upon originals or certified, conformed or reproduction copies of such agreements, instruments, documents and records of the Company, as we have deemed necessary or appropriate for the purposes of the opinion expressed below. In all such examinations, we have assumed, without any independent investigation or inquiry of any kind,

- (a) the legal capacity of all natural persons executing documents,
- (b) the genuineness of all signatures on original or certified copies,
- (c) the authenticity and completeness of all original or certified copies and the conformity to original or certified documents of all copies submitted to us as conformed or reproduction copies.

We have relied as to factual matters upon, and have assumed the accuracy of, representations, statements and certificates of or from public officials and of or from officers and representatives of the Company.

We are qualified to practice law in the Republic of Chile and do not purport to be expert on, or to express any opinion herein concerning, any law other than the laws of Chile as in effect on the date hereof.

Based upon the foregoing, and subject to each and all of the limitations, qualifications and assumptions set forth herein, we are of the opinion that:

- 1) The Company was duly incorporated and is legally existing under the laws of Chile;
- 2) The Company has an authorized and outstanding capitalization as set forth in the Prospectus; and
- 3) The Common Shares to be sold by the Selling Shareholder are legally issued, fully paid and non-assessable.

The discussion in the Prospectus under the caption “Taxation—Chilean Tax Considerations”, insofar as it describes certain matters of Chilean tax laws and regulations or legal conclusions with respect thereto, constitutes our opinion.

We hereby consent to the filing with the U.S. Securities and Exchange Commission of this opinion as an exhibit to the 462 Registration Statement, and to the references made to our firm under the captions “Taxation—Chilean Tax Considerations “ and “Legal matters” in the Prospectus. In giving such consent, we do not thereby admit that we are experts with respect to any part of the 462 Registration Statement, including this exhibit, within the meaning of the term “expert” as used in the Act, or the rules and regulations of the U.S. Securities and Exchange Commission issued thereunder.

Sincerely,

/s/ MORALES BESA Y CÍA. LTDA.

Milbank Tweed Hadley & McCloy LLP
28 Liberty Street
New York, NY 10005

July 14, 2016

Cencosud S.A.
Av. Kennedy 9001
Piso 6
Las Condes, Santiago, Chile

Ladies and Gentlemen:

We have acted as special New York counsel Cencosud S.A., a Chilean corporation (the “Company”), in connection with the proposed offering by Inversiones Tano Limitada (the “Selling Shareholder”) of shares (the “Shares”) of the Company’s common stock, no par value, in the form of shares or American depositary shares (“ADSs”), and the registration statement on Form F-3 (the “462 Registration Statement”), to be filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b).

The 462 Registration Statement relates to the offering by the Selling Shareholder of an aggregate of up to an additional 28,425,207 Shares, and incorporates by reference the contents of the Registration Statement on Form F-3ASR (File No. 333-212456) (the “Registration Statement”), including the prospectus contained therein (the “Prospectus”), and the exhibits thereto, that was initially filed with the Commission on July 11, 2016.

We hereby confirm that the discussion of United States Federal income tax matters contained in the Prospectus under the heading “Taxation—Material U.S. Federal Income Tax Considerations,” to the extent it states matters of law or legal conclusions and subject to the assumptions, qualifications and limitations set forth therein, is our opinion.

We hereby consent to the filing of this opinion as an exhibit to the 462 Registration Statement and to the reference to us under the heading “Legal Matters” in the Prospectus contained in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Milbank Tweed Hadley & McCloy LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-3 of our report dated April 14, 2016 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Cencosud S.A.'s Annual Report on Form 20-F for the year ended December 31, 2015, which is incorporated by reference in the Registration Statement on Form F-3 (No. 333-212456) of Cencosud S.A.. We also consent to the references to us under the headings "Presentation of Financial and Other Information" and "Experts", in the Registration Statement on Form F-3 (No. 333-212456) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers

Santiago, Chile

July 14, 2016