

IRSA INVESTMENTS & REPRESENTATIONS INC  
Form 20-F/A  
January 27, 2010

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F/A**

**Amendment No. 1**

.. **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended: June 30, 2009**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR**

.. **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report \_\_\_\_\_**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 1-13542**

**IRSA INVERSIONES Y REPRESENTACIONES**  
**SOCIEDAD ANÓNIMA**

**(Exact name of Registrant as specified in its charter)**

**IRSA INVESTMENTS AND REPRESENTATIONS INC.**

(Translation of Registrant's name into English)

**Republic of Argentina**

(Jurisdiction of incorporation or organization)

**Bolívar 108**

**(C1066AAB) Buenos Aires, Argentina**

(Address of principal executive offices)

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**Gabriel Blasi**

**Chief Financial Officer**

**Tel +(5411) 4323-7449 finanzas@irsa.com.ar**

**Moreno 877 22<sup>nd</sup> Floor**

**(C1091AAQ) Buenos Aires, Argentina**

**(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)**

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>   | <b>Name of each exchange on which registered</b> |
|--|--|
| <b>Global Depository Shares, each representing<br/><br/>ten shares of Common Stock</b> | <b>New York Stock Exchange</b>                   |
| <b>Common Stock, par value one Peso per share</b>                                      | <b>New York Stock Exchange*</b>                  |

\* Not for trading, but only in connection with the registration of Global Depository Shares, pursuant to the requirements of the Securities and Exchange Commission.

**Securities registered or to be registered pursuant to Section 12(g) of the Act: None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

The number of outstanding shares of the issuer's common stock as of June 30, 2009 was 578,676,460.

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act:  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued  
by the International Accounting Standards Board  Other

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If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

**EXPLANATORY NOTE**

This Amendment No. 1 ( Amendment No. 1 ) to our Annual Report on Form 20-F for the year ended June 30, 2009, as filed with the U.S. Securities and Exchange Commission on December 30, 2009 (the Original 20-F ), amends Item 6.E. of the Original 20-F, to correct an inadvertent mistake with respect to the amount of shares of our Company beneficially owned by one of our directors as described on page 189. Pursuant to Rule 12b-15 of the SEC, this Amendment No. 1 sets forth the complete text of Item 6.E. as amended and is accompanied by new certifications from our Chief Executive Officer and Chief Financial Officer, dated as of the date hereto.

No other information in the Original 20-F as originally filed is amended hereby, and accordingly, this amendment does not reflect events occurring after December 31, 2009 or modify or update those disclosures affected by subsequent events. Accordingly, this amendment should be read in conjunction with our other filings with the SEC. Capitalized terms in this amendment shall have the meanings set forth in the Original 20-F.

**ITEM 6. Directors, Senior Management and Employees*****E. Share Ownership*****Share ownership of directors, members of the supervisory committee, members of the executive committee and senior management as of November 30, 2009.**

The following table sets forth the amount and percentage of our shares beneficially owned by our directors, members of the executive committee, supervisory committee and senior management as of November 30, 2009:

| <b>Name</b>                        | <b>Position</b>      | <b>Number of Shares</b> | <b>Percentage</b> |
|------------------------------------|----------------------|-------------------------|-------------------|
| <b>Directors</b>                   |                      |                         |                   |
| Eduardo S. Elsztain <sup>(1)</sup> | Chairman             | 331,728,746             | 57.33%            |
| Saúl Zang                          | First Vice-Chairman  | 1,372,823               | 0.24%             |
| Alejandro G. Elsztain              | Second Vice-Chairman | 2,747,674               | 0.47%             |
| Oscar P. Bergotto                  | Director             |                         |                   |
| Fernando A. Elsztain               | Director             |                         |                   |
| Carlos Ricardo Esteves             | Director             |                         |                   |
| Cedric D. Bridger                  | Director             |                         |                   |
| Marcos Fischman                    | Director             | 20,000                  |                   |
| Fernando Rubín                     | Director             |                         |                   |
| Gary S. Gladstein                  | Director             | 21,003                  |                   |
| Mario Blejer                       | Director             | 63,000                  | 0.01%             |
| Mauricio Wior                      | Director             |                         |                   |
| Gabriel Adolfo Gregorio Reznik     | Director             |                         |                   |
| Ricardo Liberman                   | Director             |                         |                   |
| Juan C. Quintana Terán             | Alternate director   |                         |                   |
| Emilio Cárdenas                    | Alternate Director   |                         |                   |
| Salvador D. Bergel                 | Alternate director   |                         |                   |
| Enrique Antonini                   | Alternate Director   |                         |                   |
| Daniel Ricardo Elsztain            | Alternate director   |                         |                   |

| Name                         | Position                     | Number of Shares | Percentage |
|------------------------------|------------------------------|------------------|------------|
| <b>Senior Management</b>     |                              |                  |            |
| Gabriel Blasi                | Chief financial officer      | 422,360          | 0.07%      |
| Jorge Cruces                 | Chief real estate officer    | 58,851           | 0.01%      |
| David A. Perednik            | Chief administrative officer | 95,040           | 0.02%      |
| <b>Supervisory Committee</b> |                              |                  |            |
| José D. Abelovich            | Member                       |                  |            |
| Marcelo H. Fuxman            | Member                       |                  |            |
| Roberto Murmis               | Member                       |                  |            |
| Silvia C. De Feo             | Alternate member             |                  |            |
| Sergio Kolaczyk              | Alternate member             |                  |            |
| Alicia Rigueira              | Alternate member             |                  |            |

- (1) Includes (i) 290,696,653 common shares beneficially owned by Cresud S.A., (ii) 39,855,739 common shares beneficially owned by Agrology S.A., (iii) 545,384 common shares beneficially owned by Inversiones Financieras del Sur S.A., for which Mr. Eduardo S. Elsztain may be deemed beneficial owner, (iv) 628,070 common shares beneficially owned by Consultores Assets Management S.A., and (v) 2,900 common shares owned directly by Eduardo S. Elsztain

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

IRSA INVERSIONES Y REPRESENTACIONES  
SOCIEDAD ANÓNIMA

/s/ EDUARDO S. ELSZTAIN  
**Eduardo S. Elsztain**  
**Chief Executive Officer**

Date: January 27, 2010