

WOORI FINANCE HOLDINGS CO LTD  
Form 20-F/A  
July 20, 2011

As filed with the Securities and Exchange Commission on July 20, 2011

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

FORM 20-F/A  
(Amendment No. 1)

(Mark One)

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

OR

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

For the fiscal year ended December 31, 2010

OR

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

For the transition period from to

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  
Commission file number 001-31811

Woori Finance Holdings Co., Ltd.  
(Exact name of Registrant as specified in its charter)

Woori Finance Holdings Co., Ltd.  
(Translation of Registrant's name into English)

The Republic of Korea  
(Jurisdiction of incorporation or organization)  
203 Hoehyon-dong, 1-ga, Chung-gu, Seoul 100-792, Korea  
(Address of principal executive offices)

Woo Seok Seong  
203 Hoehyon-dong, 1-ga, Chung-gu, Seoul 100-792, Korea  
Telephone No.: +82-2-2125-2110  
Facsimile No.: +82-2-2125-2293

(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.

Title of each class  
American Depositary Shares, each representing three  
shares of Common Stock

Name of each exchange on which registered  
New York Stock Exchange

Common Stock, par value ₩5,000 per share

New York Stock Exchange\*

**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

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**806,012,779 shares of Common Stock, par value ₩5,000 per share**

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 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 for 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

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

**(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  Yes  No

\* Not for trading, but only in connection with the registration of the American Depositary Shares.

**EXPLANATORY NOTE**

This Amendment No. 1 to Form 20-F (the Form 20-F/A ) amends our annual report on Form 20-F for the year ended December 31, 2010 (the Annual Report ), which was originally filed with the U.S. Securities and Exchange Commission (the SEC ) on June 27, 2011. The sole purpose of the filing of this Form 20-F/A is to furnish interactive data files as Exhibit 101 in accordance with Rule 405 of Regulation S-T.

This Form 20-F/A does not reflect events occurring after the filing of the Annual Report and does not modify or update the disclosure therein in any way other than to furnish interactive data files as Exhibit 101. No other changes have been made to the Annual Report. The filing of this Form 20-F/A should not be understood to mean that any statements contained in the Annual Report, as amended by this Form 20-F/A, are true or complete as of any date subsequent to the original filing date of the Annual Report.

**Item 19. EXHIBITS**

<b>Number</b>	<b>Description</b>
1.1*	Articles of Incorporation of Woori Finance Holdings (translation in English).
2.1**	Form of Stock Certificate of Woori Finance Holdings common stock, par value W5,000 per share (translation in English).
2.2***	Form of Deposit Agreement among Woori Finance Holdings, Citibank, N.A., as depositary, and all holders and beneficial owners of American depositary shares evidenced by American depositary receipts, including the form of American depositary receipt.
4.1**	Memorandum of understanding between the KDIC and Woori Finance Holdings dated July 2, 2001, as amended.
4.2**	Memorandum of understanding between the KDIC and Hanvit Bank (since renamed Woori Bank) dated December 30, 2000, as amended.
4.3**	Memorandum of understanding between the KDIC and Kyongnam Bank dated December 30, 2000, as amended.
4.4**	Memorandum of understanding between the KDIC and Kwangju Bank dated December 30, 2000, as amended.
4.5**	Memorandum of understanding between Woori Finance Holdings and Hanvit Bank (since renamed Woori Bank) dated July 12, 2001, as amended.
4.6**	Memorandum of understanding between Woori Finance Holdings and Kyongnam Bank dated July 31, 2001, as amended.
4.7**	Memorandum of understanding between Woori Finance Holdings and Kwangju Bank dated July 31, 2001, as amended.
8.1*****	List of subsidiaries of Woori Finance Holdings.
11.1****	Code of Ethics.
12.1*****	Section 302 certifications.
13.1*****	Section 906 certifications.
101.INS*****	Instance Document.
101.SCH*****	Schema Document.
101.CAL*****	Calculation Document.
101.LAB*****	Labels Linkbase Document.
101.PRE*****	Presentation Linkbase Document.
101.DEF*****	Definition Linkbase Document.

\* Incorporated by reference to exhibits to the Annual Report on Form 20-F (No. 001-31811), filed on June 25, 2010.

\*\* Incorporated by reference to the exhibits to the Registration Statement on Form 20-F (File No. 001-31811), filed on September 25, 2003

- \*\*\* Incorporated by reference to exhibit (a) to the Registration Statement on Form F-6 (File No. 333-109106), filed on September 25, 2003.
  - \*\*\*\* Incorporated by reference to exhibits to the Annual Report on Form 20-F (File No. 001-31811), filed on June 30, 2004.
  - \*\*\*\*\* Incorporated by reference to Note 37 of the notes to the consolidated financial statements of the registrant included in the Annual Report on Form 20-F (No. 001-31811), filed on June 27, 2011.
  - \*\*\*\*\* Incorporated by reference to exhibits to the Annual Report on Form 20-F (No. 001-31811), filed on June 27, 2011.
  - \*\*\*\*\* XBRL (extensible Business Reporting Language) information is deemed not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.
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**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.

WOORI FINANCE HOLDINGS CO.,  
LTD.  
(Registrant)

*/s/ Pal Seung Lee*  
(Signature)

**Pal Seung Lee**  
**Chairman and Chief Executive Officer**  
(Name/Title)

Date: July 20, 2011