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TENARIS SA
Form 6-K
August 08, 2005

FORM 6 - K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a - 16 or 15d - 16 of
the Securities Exchange Act of 1934

As of August 8, 2005

TENARIS, S.A.
(Translation of Registrant's name into English)

TENARIS, S.A.
46a, Avenue John F. Kennedy
L-1855 Luxembourg
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or 40-F.

Form 20-F Form 40-F
--- ---

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12G3-2(b) under the Securities Exchange Act of 1934.

Yes No
--- ---

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

The attached material is being furnished to the Securities and Exchange Commission pursuant to Rule 13a-16 and Form 6-K under the Securities Exchange Act of 1934, as amended. This report contains Tenaris' consolidated condensed interim financial statements as of June 30, 2005.

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TENARIS S.A.

CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

JUNE 30, 2005

46a, Avenue John F. Kennedy - 2nd Floor.
L - 1855 Luxembourg

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Consolidated condensed interim income statement

(all amounts in thousands of U.S. dollars, unless otherwise stated)

| | Three-month period end June 30, | |
|--|------------------------------------|-----------|
| Notes | 2005 | 2004 |
| | | (Una |
| Net sales | 3 1,744,311 | 996,849 |
| Cost of sales | 4 (1,043,774) | (677,655) |
| Gross profit | 700,537 | 319,194 |
| Selling, general and administrative expenses | 5 (212,510) | (167,547) |
| Other operating income (expense), net | 2,602 | 2,065 |
| Operating income | 490,629 | 153,712 |
| Financial income (expense), net | 6 (42,643) | (3,885) |
| Income before equity in earnings (losses) of associated companies and income tax | 447,986 | 149,827 |
| Equity in earnings (losses) of associated companies | 38,279 | 40,130 |
| Income before income tax | 486,265 | 189,957 |
| Income tax | (144,645) | (60,911) |
| Income for the period (1) | 341,620 | 129,046 |
| Attributable to (1): | | |
| Equity holders of the Company | 313,456 | 127,314 |

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| | | |
|-------------------|---------|---------|
| Minority interest | 28,164 | 1,732 |
| | ----- | ----- |
| | 341,620 | 129,046 |
| | ----- | ----- |

| | | |
|--|-----------|-----------|
| Earnings per share attributable to the equity holders of the Company during the period (1) | | |
| Weighted average number of ordinary shares in issue (thousands) | 1,180,537 | 1,180,537 |
| Earnings per share (U.S. dollars per share) | 0.27 | 0.11 |

(1) Prior to December 31, 2004 minority interest was shown in the income statement before net income, as required by International Financial Reporting Standards in effect. For periods beginning on or after January 1, 2005, IAS 1 (revised) requires that income for the period as shown on the income statement not exclude minority interest. Earnings per share, however, continue to be calculated on the basis of net income attributable solely to the equity holders of the Company (see Note 2 (a)).

The accompanying notes are an integral part of these consolidated condensed interim financial statements. The Report of the Independent Registered Public Accounting Firm on these consolidated condensed interim financial statements is issued as a separate document.

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Consolidated condensed interim balance sheet

(all amounts in thousands of U.S. dollars)

| | | At June 30, 2005 |
|---|-------|------------------|
| | Notes | (Unaudited) |
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment, net | 8 | 2,209,065 |
| Intangible assets, net (see Note 2 (b)) | 8 | 161,607 |
| Investments in associated companies | | 224,685 |
| Other investments | | 25,225 |
| Deferred tax assets | | 171,900 |
| Receivables | | 35,317 |
| | | ----- |
| | | 2,827,79 |
| Current assets | | |
| Inventories | | 1,389,631 |
| Receivables and prepayments | | 167,647 |
| Current tax assets | | 95,911 |
| Trade receivables | | 1,258,981 |
| Other investments | | 5,000 |
| Cash and cash equivalents | | 450,586 |
| | | ----- |
| | | 3,367,75 |
| Total assets | | ----- |
| | | 6,195,55 |
| | | ===== |
| EQUITY (see Note 2 (a)) | | |
| Capital and reserves attributable to the Company's equity holders | | |
| Share capital | | 1,180,537 |

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| | | |
|----------------------------------|-----------|----------|
| Legal reserves | 118,054 | |
| Share premium | 609,733 | |
| Other distributable reserve | - | |
| Currency translation adjustments | (51,622) | |
| Retained earnings | 1,106,574 | 2,963,27 |
| | ----- | |
| Minority interest | | 217,88 |
| | | ----- |
| Total equity | | 3,181,15 |
| | | ----- |
| LIABILITIES | | |
| Non-current liabilities | | |
| Borrowings | 682,551 | |
| Deferred tax liabilities | 362,331 | |
| Other liabilities | 164,599 | |
| Provisions | 41,469 | |
| Trade payables | 3,963 | 1,254,91 |
| | ----- | |
| Current liabilities | | |
| Borrowings | 481,972 | |
| Current tax liabilities | 262,302 | |
| Other liabilities | 180,867 | |
| Provisions | 30,307 | |
| Customer advances | 109,427 | |
| Trade payables | 694,611 | 1,759,48 |
| | ----- | |
| Total liabilities | | 3,014,39 |
| | | ----- |
| Total equity and liabilities | | 6,195,55 |
| | | ===== |

Contingencies, commitments and restrictions to the distribution of profits are disclosed in Note

The accompanying notes are an integral part of these consolidated condensed interim financial statements. The Report of the Independent Registered Public Accounting Firm on these consolidated condensed interim financial statements is issued as a separate document.

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Consolidated condensed interim statement of changes in equity

(all amounts in thousands of U.S. dollars)

| Attributable to equity holders of the Company | | | | | |
|---|----------------|---------------|---------------------------------|----------------------------------|------------------|
| Share Capital | Legal Reserves | Share Premium | Other Distributable Reserve (*) | Currency translation adjustments | Retain Earni (*) |
| ----- | ----- | ----- | ----- | ----- | ----- |

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| | | | | | | |
|---|-----------|---------|---------|------|----------|---------|
| Balance at January 1, 2005 | 1,180,537 | 118,054 | 609,733 | 82 | (30,020) | 617,5 |
| Effect of adopting IFRS 3 (see Note 2 (b)) | - | - | - | - | - | 110,7 |
| ----- | | | | | | |
| Adjusted balance at January 1, 2005 | 1,180,537 | 118,054 | 609,733 | 82 | (30,020) | 728,3 |
| Currency translation differences | - | - | - | - | (21,602) | |
| Acquisition and increase of minority interest | - | - | - | - | - | |
| Dividends paid in cash | - | - | - | (82) | - | (199,4 |
| Income for the period | - | - | - | - | - | 577,6 |
| ----- | | | | | | |
| Balance at June 30, 2005 | 1,180,537 | 118,054 | 609,733 | - | (51,622) | 1,106,5 |
| ----- | | | | | | |

Attributable to equity holders of the Company

| | Share Capital | Legal Reserves | Share Premium | Other Distributable Reserve (*) | Currency translation adjustments | Retained Earnings (*) |
|---|---------------|----------------|---------------|---------------------------------|----------------------------------|-----------------------|
| ----- | | | | | | |
| Balance at January 1, 2004 | 1,180,288 | 118,029 | 609,269 | 96,555 | (34,194) | (128,6 |
| Currency translation differences | - | - | - | - | (23,364) | |
| Capital Increase and acquisition of minority interest | 249 | 25 | 464 | 82 | - | |
| Dividends paid in cash | - | - | - | (96,555) | - | (38,4 |
| Income for the period | - | - | - | - | - | 175,6 |
| ----- | | | | | | |
| Balance at June 30, 2004 | 1,180,537 | 118,054 | 609,733 | 82 | (57,558) | 8,5 |
| ----- | | | | | | |

(*) The Distributable Reserve and Retained Earnings calculated according to Luxembourg Law are disclosed in Note 9 (v).

The accompanying notes are an integral part of these consolidated condensed interim financial statements. The Report of the Independent Registered Public Accounting Firm on these consolidated condensed interim financial statements is issued as a separate document.

Consolidated condensed interim cash flow statement

(all amounts in thousands of U.S. dollars)

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Cash flows from operating activities

Income for the period

Adjustments for:

Depreciation and amortization

Income tax accruals less payments

Equity in (earnings) of associated companies

Interest accruals less payments, net

Changes in provisions

Proceeds from Fintecna arbitration award net of BHP settlement (See Note 9 (i))

Changes in working capital

Currency translation adjustment and others

Net cash provided by (used in) operating activities

Cash flows from investing activities

Capital expenditures

Capital increase and acquisitions of subsidiaries and associated companies (see Note 10)

Cost of disposition of property, plant and equipment and intangible assets

Dividends and distributions received from associated companies

Changes in restricted bank deposits

Reimbursement from trust funds

Net cash used in investing activities

Cash flows from financing activities

Dividends paid

Dividends paid to minority interest in subsidiaries

Proceeds from borrowings

Repayments of borrowings

Net cash (used in) provided by financing activities

Increase in cash and cash equivalents

Movement in cash and cash equivalents

At beginning of the period

Effect of exchange rate changes

Increase in cash and cash equivalents

At June 30,

Cash and cash equivalents

Cash and bank deposits

Bank overdrafts

Restricted bank deposits

The accompanying notes are an integral part of these consolidated condensed interim financial statements. The Report of the Independent Registered Public Accounting Firm on these consolidated condensed interim financial statements is issued as a separate document.

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NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

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NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

(In the notes all amounts are shown in U.S. dollars, unless otherwise stated)

1 Basis of presentation

Tenaris S.A. (the "Company" or "Tenaris"), a Luxembourg corporation (societe anonyme holding), was incorporated on December 17, 2001 to hold investments in steel pipe manufacturing and distributing companies. The Company consolidates the financial statements of Tenaris subsidiary companies, as detailed in Note 32 to audited Consolidated Financial Statements for the year ended December 31, 2004, and modified as discussed in Note 10 to these Consolidated Condensed Interim Financial Statements.

These consolidated condensed interim financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting". The accounting policies used in the preparation of these consolidated condensed interim financial statements are consistent with those used in the audited consolidated financial statements for the year ended December 31, 2004, except for the impact of changes resulting from the adoption of new accounting pronouncements, as discussed in Note 2. These consolidated condensed interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2004.

Certain comparative amounts have been reclassified to conform to changes in presentation in the current period.

The preparation of consolidated condensed interim financial statements requires management to make estimates and assumptions that might affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the balance sheet dates, and also the reported amounts of revenues and expenses for the reported periods. Actual results may differ from these estimates.

Material intercompany transactions and balances between Tenaris's subsidiaries have been eliminated in consolidation. However, the fact that the functional currency of the Company's subsidiaries differ from each other results in the generation of foreign exchange gains (losses) that are included in the consolidated condensed interim income statement under "Financial income (expense), net".

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These consolidated condensed interim financial statements were approved by the Board of Directors of Tenaris on August 4, 2005.

2 Impact of New Accounting Pronouncements: International Financial Reporting Standards

In December 2003, as a part of the IASB's project to improve International Financial Reporting Standards, the IASB released revisions to certain standards including: IAS 1, "Presentation of Financial Statements"; IAS 16, "Property, Plant and Equipment"; IAS 24, "Related Party Disclosures" and IAS 33, "Earnings per Share". The revised standards apply to annual periods beginning on or after January 1, 2005 and have been adopted in accordance with the respective transition provisions. In addition, during 2004 International Financial Reporting Standard (IFRS) 3, "Business Combinations" was issued. The main impacts to the Company's consolidated financial statements are:

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(a) Presentation of minority interest

IAS 1 (revised) requires disclosure on the face of the income statement of an entity's income or loss for the period and the allocation of that amount between "income or loss attributable to minority interest" and "income or loss attributable to equity holders of the Company". Earnings per share continue to be calculated on the basis of net income attributable solely to the equity holders of the entity. Also, for periods beginning on or after January 1, 2005 minority interest is included within equity in the consolidated balance sheet and is no longer shown as a separate category in the Liabilities section of the balance sheet. This change resulted in an increase of U.S. \$165.3 million in the Company's reported equity at January 1, 2005.

(b) Goodwill and negative goodwill

Prior to January 1, 2005 goodwill was amortized on a straight line basis over its estimated useful life, not to exceed 15 years, and tested for impairment at each balance sheet date in the event indicators of impairment were present. As required by IFRS 3, the Company ceased amortization of goodwill for periods beginning on or after January 1, 2005. In addition, accumulated amortization as of December 31, 2004 has been netted against the cost of the goodwill. Furthermore, for years ending on or after December 31, 2005 goodwill is required to be tested annually for impairment, as well as when there are indicators of impairment. Amortization of goodwill expense included in the six-month period ended June 30, 2004 amounted to U.S. \$5.9 million.

IFRS 3 also requires accumulated negative goodwill at December 31, 2004 to be derecognized through an adjustment to retained earnings. The derecognition of negative goodwill in this manner resulted in an increase of U.S. \$110.8 million in the beginning balance of the Company's equity at January 1, 2005. Amortization of negative goodwill income included in the six-month period ended June 30, 2004 amounted to U.S. \$5.7 million.

(c) Financial instruments: recognition and measurement

In accordance with the transition provisions of IAS 39 (revised), the Company designated financial assets previously recognized as "available for sale" as "financial assets carried at fair value through profit or loss". Accordingly, the Company changed the classification of these financial assets using the new designation in its financial statements.

Adoption of new or revised standards has been made in accordance with the respective transition provisions.

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3 Segment information

Primary reporting format: business segments

| | (all amounts in thousands) | | |
|--------------------------------------|----------------------------|---|-------------|
| | Seamless | Welded & Other Metallic Products | Energy |
| Six-month period ended June 30, 2005 | | | (Unaudited) |
| Net sales | 2,413,116 | 415,866 | 256,000 |
| Cost of sales | (1,320,512) | (273,314) | (248,000) |
| Gross profit | 1,092,604 | 142,552 | 7,000 |
| Depreciation and amortization | 88,851 | 7,356 | 1,000 |
| Six-month period ended June 30, 2004 | | | |
| Net sales | 1,472,469 | 156,224 | 196,000 |
| Cost of sales | (973,249) | (116,220) | (190,000) |
| Gross profit | 499,220 | 40,004 | 6,000 |
| Depreciation and amortization | 91,619 | 6,056 | 1,000 |

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Secondary reporting format: geographical segments

(all amounts in thousands of U.S. dollars)

| | South America | Europe | North America | East Africa |
|--------------------------------------|------------------|---------|------------------|----------------|
| Six-month period ended June 30, 2005 | | | | (Unaudited) |
| Net sales | 884,884 | 789,659 | 879,846 | 360,000 |
| Depreciation and amortization | 41,578 | 35,471 | 23,472 | |
| Six-month period ended June 30, 2004 | | | | |
| Net sales | 362,789 | 593,340 | 479,133 | 230,000 |
| Depreciation and amortization | 47,916 | 31,225 | 19,425 | |

Allocation of net sales to geographical segments is based on the customers' location. Allocation of depreciation and amortization is based on the geographical location of the underlying assets.

4 Cost of sales

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(all amounts in thousands of U.S. dollars)

Inventories at the beginning of the period

Plus: Charges of the period

Raw materials, energy, consumables and other
 Services and fees
 Labor cost
 Depreciation of property, plant and equipment
 Amortization of intangible assets
 Maintenance expenses
 Provisions for contingencies
 Allowance for obsolescence
 Taxes
 Other

Less: Inventories at the end of the period

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5 Selling, general and administrative expenses

| (all amounts in thousands of U.S. dollars) | Six-month period ended June 30, | |
|--|------------------------------------|---------|
| | 2005 | 2004 |
| | ----- | |
| | (Unaudited) | |
| Services and fees | 63,130 | 55,832 |
| Labor cost | 97,324 | 70,486 |
| Depreciation of property, plant and equipment | 5,014 | 4,918 |
| Amortization of intangible assets | 5,969 | 5,067 |
| Commissions, freight and other selling expenses | 144,549 | 115,327 |
| Provisions for contingencies | 5,439 | 4,571 |
| Allowances for doubtful accounts | 6,936 | 4,796 |
| Taxes | 40,189 | 26,301 |
| Other | 29,043 | 20,067 |
| | ----- | |
| | 397,593 | 307,365 |
| | ----- | |

6 Financial income (expense), net

| (all amounts in thousands of U.S. dollars) | Six-month period ended June 30, | |
|--|------------------------------------|------|
| | 2005 | 2004 |
| | ----- | |

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| | (Unaudited) | |
|---|-------------|----------|
| Interest expense | (29,746) | (19,224) |
| Interest income | 8,781 | 6,883 |
| Net foreign exchange transaction losses and changes in fair value of derivative instruments | (66,564) | (12,746) |
| Other | 3,079 | 5,764 |
| | (84,450) | (19,323) |

7 Dividends per share

Dividends paid in 2005 and 2004 were approximately U.S. \$199.5 million and U.S. \$135.1 million, respectively, corresponding to U.S. \$0.169 and U.S. \$ 0.114 per share, respectively.

8 Property, plant and equipment and Intangible assets, net

| | Net Property, Plant and Equipment | Net Intangible Assets |
|--|---|--------------------------|
| | (Unaudited) | (Unaudited) |
| (all amounts in thousands of U.S. dollars) | | |
| Six-month period ended June 30, 2005 | | |
| Opening net book amount | 2,164,601 | 49,211 |
| Effect of adopting IFRS 3 (see Note 2 (b)) | - | 110,775 |
| Currency translation differences | (47,805) | (255) |
| Transfers | 3 | (3) |
| Additions | 122,784 | 8,850 |
| Disposals | (2,858) | (32) |
| Increase due to business acquisition | 66,573 | 2,571 |
| Depreciation/ Amortization charge | (94,233) | (9,510) |
| At June 30, 2005 | 2,209,065 | 161,607 |

9 Contingencies, commitments and restrictions to the distribution of profits

This note should be read in conjunction with Note 25 included in the Company's audited consolidated financial statements for the year ended December 31, 2004. Significant changes or events since the date of the annual report are the following:

(i) Arbitration proceeding against Fintecna

On December 28, 2004, an arbitral tribunal rendered a final award in the arbitration proceeding against Fintecna S.p.A. ("Fintecna"), an Italian state-owned entity and successor to ILVA S.p.A, the former owner of Dalmine S.p.A. ("Dalmine"). In this arbitration proceeding, Tenaris sought indemnification from Fintecna for amounts paid or payable by Dalmine to a consortium led by BHP Billiton Petroleum Ltd. ("BHP") as indemnification for the failure of an underwater pipeline manufactured and sold prior to the privatization of Dalmine. Pursuant to this final award, Fintecna paid Tenaris a total amount of euros 93.8 million (approximately U.S. \$124.9 million) on March

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15, 2005. In addition, on March 29, 2005, Tenaris prepaid a total of British pounds 30.4 million plus interest (approximately U.S. \$57.0 million) corresponding to payment in full of its liability under the terms of the settlement agreement with BHP. As a result of these settlements, the arbitration proceedings have been definitively concluded and Tenaris has no further outstanding obligations under the BHP settlement agreement.

(ii) Capitalization of Convertible Debt of Consorcio Siderurgia Amazonia, Ltd. ("Amazonia")

On February 3, 2005, Ylopa Servicios de Consultoria Lda. ("Ylopa") exercised its option to convert the convertible debt it held in Amazonia into common stock. As a result, Tenaris' ownership stake in Amazonia increased from 14.5% to 21.2%, and its indirect ownership in Siderurgica del Orinoco C.A. ("Sidor") increased from 8.7% to 12.6%.

On May 18, 2005, the Company announced that it will exchange its 12.6% indirect equity interest in Sidor, held through its ownership stakes in Amazonia, and its equity interest in Ylopa, for shares in the new company in which the Techint group has announced it intends to consolidate its Latin American holdings in flat and long steel producers. The exchange will be made at a value to be determined by an internationally recognized investment bank which will be specifically engaged for this purpose. As of the date of these financial statements, this independent valuation has not been completed.

(iii) Tax matters: Application of inflationary adjustment correction deduction

On February 11, 2005, Siderca S.A.I.C. ("Siderca") was granted the right to participate in the promotional tax regime established by Argentine Law 25,924 under which it could potentially earn certain tax benefits. As a condition to receive these benefits, Siderca withdrew its claim against the Argentine fiscal authorities seeking relief through the application of the inflationary adjustment correction in the calculation of its income tax liability for the year ended December 31, 2002. On February 21, 2005, Siderca paid ARP \$69.4 million (U.S. \$23.8 million). No charges against income resulted from this payment, as Tenaris had previously recorded a provision related to this matter.

(iv) Commitments

- a) On March 15, 2005 Complejo Siderurgico de Guayana C.A. ("Comsigua") prepaid 100% of the amount owed to the International Finance Corporation ("IFC"), for approximately U.S. \$42.5 million, related with project financing loans. Tenaris has applied to the IFC for release from its proportional guarantee commitment of Comsigua's project loan.
- b) As discussed in Note 25 to the audited Consolidated Financial Statements for the year ended December 31, 2004, Dalmine Energie S.p.A. entered into two agreements with Eni S.p.A. Gas & Power Division for the purchase of natural gas with certain take-or-pay provisions. The outstanding value of these commitments at June 30, 2005 amount to approximately euros 938.0 million (approximately U.S. \$1,134 million).

(v) Restrictions to the distribution of profits and payment of dividends

As of June 30, 2005, shareholders' equity as defined under Luxembourg law and regulations consisted of the following:

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(all amounts in thousands of U.S. dollars)

| | |
|--|-----------|
| Share capital | 1,180,537 |
| Legal reserve | 118,054 |
| Share premium | 609,733 |
| Retained earnings including net income for the six month period ended June 30, 2005 | 581,620 |
| | ----- |
| Total shareholders equity according to Luxembourg law | 2,489,944 |
| | ===== |

At least 5% of the net income per year as calculated in accordance with Luxembourg law and regulations must be allocated to the creation of a legal reserve equivalent to 10% of share capital. As of June 30, 2005, this reserve is fully allocated and additional allocations to the reserve are not required under Luxembourg law. Dividends may not be paid from this reserve.

Tenaris may pay dividends to the extent that it has distributable retained earnings and distributable reserve calculated in accordance with Luxembourg law and regulations.

At June 30, 2005, the distributable reserve, including retained earnings, of Tenaris under Luxembourg law totalled U.S. \$581.6 million, as detailed below.

(all amounts in thousands of U.S. dollars)

| | |
|---|-----------|
| Distributable reserve at December 31, 2004 under Luxembourg law | 536,541 |
| Dividends and distributions received | 183,089 |
| Other income and expenses for the six-month period ended June 30, 2005 | 61,501 |
| Dividends paid | (199,511) |
| | ----- |
| Distributable reserve at June 30, 2005 under Luxembourg law | 581,620 |
| | ----- |

10 Business acquisitions, incorporation of subsidiaries and other significant events

- (a) The financial assets held in trust funds at December 31, 2004 (U.S. \$119.7 million) were received in shares of two wholly-owned Chilean subsidiaries (Inversiones Berna S.A. and Inversiones Lucerna S.A.) on January 1, 2005.
- (b) On May 4, 2005, the Company completed the acquisition of 97% of the equity in S.C. Donasid S.A., a Romanian steel producer, for approximately U.S. \$47.9 million in cash and assumed liabilities. The shares of Siprofer A.G. and Donasid Service s.r.l. were also acquired as part of this transaction.

The assets and liabilities arising from the acquisitions are as a follows:

| | |
|--|---|
| | Six-month period ended June 30, 2005 |
| | ----- |
| (all amounts in thousands of U.S. dollars) | (Unaudited) |
| | ----- |
| Other assets and liabilities (net) | (42,822) |

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| | |
|--|--------|
| Property, plant and equipment | 66,573 |
| Goodwill | 2,571 |
| | ----- |
| Net assets acquired | 26,322 |
| Minority Interest | (986) |
| | ----- |
| Purchase consideration | 25,336 |
| Liabilities paid as part of purchase agreement | 22,594 |
| | ----- |
| Total disbursement related to S.C. Donasid S.A. and related companies | 47,930 |
| | ===== |

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(c) On May 18, 2005, Siat S.A., a subsidiary of Tenaris, and Acindar Industria Argentina de Aceros S.A. ("Acindar") signed a letter of intent pursuant to which Siat confirmed its intention to acquire Acindar's welded pipe assets and facilities located in Villa Constitucion, province of Santa Fe, Argentina, for approximately U.S. \$28.0 million. Completion of this acquisition is subject to due diligence findings and negotiation of definitive documentation and other precedent conditions, including the approval of the Argentine antitrust authorities (Comision Nacional de Defensa de la Competencia).

11 Related party disclosures

The Company is controlled by I.I.I. Industrial Investments Inc. which owns 60.2% of Tenaris's shares and voting rights. The remaining 39.8% is publicly traded. The ultimate controlling entity of the Company is Rocca & Partners S.A., a British Virgin Islands corporation.

Transactions and balances disclosed as with "Associated" companies are those with companies in which Tenaris owns 20% to 50% of the voting rights or over which Tenaris exerts significant influence, but does not have control. All other transactions with related parties which are not Associated and which are not consolidated are disclosed as "Other".

The following transactions were carried out with related parties:

(all amounts in thousands of U.S. dollars)

Six-month period ended June 30, 2005

| | Associated (1) | Other | Total |
|-------------------------------------|----------------|--------|---------|
| (i) Transactions | | | |
| (a) Sales of goods and services | | | |
| Sales of goods | 51,322 | 42,806 | 94,128 |
| Sales of services | 1,541 | 4,800 | 6,341 |
| | ----- | ----- | ----- |
| | 52,863 | 47,606 | 100,469 |
| | ===== | ===== | ===== |
| (b) Purchases of goods and services | | | |
| Purchases of goods | 21,079 | 21,821 | 42,900 |
| Purchases of services | 9,835 | 25,285 | 35,120 |
| | ----- | ----- | ----- |
| | 30,914 | 47,106 | 78,020 |
| | ===== | ===== | ===== |

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(all amounts in thousands of U.S. dollars)

Six-month period ended June 30, 2004

| | Associated (1) | Other | Total |
|-------------------------------------|----------------|--------|--------|
| (i) Transactions | | | |
| (a) Sales of goods and services | | | |
| Sales of goods | 2,383 | 21,951 | 24,334 |
| Sales of services | 3,330 | 4,978 | 8,308 |
| | ----- | ----- | ----- |
| | 5,713 | 26,929 | 32,642 |
| | ===== | ===== | ===== |
| (b) Purchases of goods and services | | | |
| Purchases of goods | 11,424 | 15,383 | 26,807 |
| Purchases of services | 255 | 22,334 | 22,589 |
| | ----- | ----- | ----- |
| | 11,679 | 37,717 | 49,396 |
| | ===== | ===== | ===== |

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At June 30, 2005

| | Associated (1) | Other | Total |
|--|----------------|---------|----------|
| (ii) Period-end balances | | | |
| (a) Related to sales/purchases of goods/services | | | |
| Receivables from related parties | 36,703 | 23,957 | 60,660 |
| Payables to related parties | (25,924) | (8,806) | (34,730) |
| | ----- | ----- | ----- |
| | 10,779 | 15,151 | 25,930 |
| | ===== | ===== | ===== |
| (b) Other balances | | | |
| Receivables | 23,728 | - | 23,728 |
| (c) Financial debt | | | |
| Borrowings (2) | (53,330) | - | (53,330) |

At December 31, 2004

| | Associated (1) | Other | Total |
|--|----------------|----------|----------|
| (ii) Period-end balances | | | |
| (a) Related to sales/purchases of goods/services | | | |
| Receivables from related parties | 25,593 | 27,070 | 52,663 |
| Payables to related parties | (4,914) | (12,487) | (17,401) |
| | ----- | ----- | ----- |
| | 20,679 | 14,583 | 35,262 |
| | ===== | ===== | ===== |
| (b) Cash and cash equivalents | | | |
| Time deposits | - | 6 | 6 |
| (c) Other balances | | | |
| Trust fund | - | 119,666 | 119,666 |

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| | | | |
|---|----------|---------|----------|
| Convertible debt instruments - Ylopa | 121,955 | - | 121,955 |
| (d) Financial debt Borrowings (3) | (51,457) | (5,449) | (56,906) |

(1) Includes ConduSid C.A., Ylopa Servicios de Consultadoria Ltda., Consorcio Siderurgia Amazonia Ltd. and Sidor C.A.

(2) Borrowings from Sidor to Matesi, Materiales Siderurgicos S.A.

(3) Includes borrowings from Sidor to Matesi, Materiales Siderurgicos S.A. (U.S. \$51.5 million at December 31, 2004)

(iii) Officers and director's compensation

The aggregate compensation of the directors and executive officers earned during the six-month period ended June 30, 2005 amounted to U.S. \$6.2 million.

Carlos Condorelli

Chief Financial Officer

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 8, 2005

Tenaris, S.A.

By: /s/ Cecilia Bilesio

Cecilia Bilesio
Corporate Secretary

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