

VODAFONE GROUP PUBLIC LTD CO
Form F-6 POS
February 17, 2015

As filed with the Securities and Exchange Commission on February 17, 2015

Registration No. 333-135988

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

VODAFONE GROUP PLC

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

England and Wales

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**The Bank of New York Mellon
ADR Division**

One Wall Street, 11th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Brian D. Obergfell, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3032

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

The prospectus consists of the proposed revised form of American Depositary Receipt (“Receipt”) included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to Form F-6 Registration Statement, which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption Filed Herewith as Prospectus

1. Name and address of depositary Introductory Article

2. Title of American Depositary Receipts and Face of Receipt, top center
identity of deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented Face of Receipt, upper right corner
by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, Articles number 7, 16, 17 and 20
the deposited securities

(iii) The collection and distribution of Dividends Articles number 4, 13, 14, 16 and 20

(iv) The transmission of notices, reports and proxy soliciting material Articles number 12, 16, 17 and 20

(v) The sale or exercise of rights Articles number 14, 15, 16 and 20

(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization Articles number 13, 14, 16, 18 and 20

or plans of reorganization

(vii) Amendment, extension or termination of the deposit agreement Articles number 22 and 23

(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts Article number 12

(ix) Restrictions upon the right to deposit or withdraw the underlying securities Articles number 2, 3, 4, 5, 6, 9 and 24

(x) Limitation upon the liability of the depositary Articles number 15, 19, 20 and 22

3. Fees and Charges Articles number 8 and 9

Item - 2. Available Information

Public reports furnished by issuer Article number 12

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- Form of Amended and Restated Deposit Agreement dated as of _____, 2015 among Vodafone Group Plc,
- a. The Bank of New York Mellon, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. – Filed herewith as Exhibit 1.
 - b. Form of letter dated _____, 2015 from The Bank of New York Mellon to Vodafone Group Plc relating to pre-release activities. – Filed herewith as Exhibit 2.
 - c. Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.
 - d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed previously.
 - e. Certification under Rule 466. – Not applicable.

Item - 4. Undertakings

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Form F-6 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 13, 2015.

Legal entity created by the agreement for the issuance of American Depositary Shares for Ordinary Shares of Vodafone Group Plc.

The Bank of New York Mellon,

As Depositary

By: /s/ Robert W. Goad

Name: Robert W. Goad

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, as amended, Vodafone Group Plc has duly caused this Post-Effective Amendment No. 1 to Form F-6 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of London, England, on February 3, 2015.

VODAFONE GROUP PLC

By: /s/ Rosemary Martin

Name: Rosemary Martin

Title: Group General Counsel and

Company Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this this Post-Effective Amendment No. 1 to Form F-6 Registration Statement has been signed by the following persons in the capacities indicated on February 3, 2015.

/s/ Vittorio Colao
Vittorio Colao

Chief Executive – Executive Director
(principal executive officer)

/s/ Nick Read
Nick Read

Chief Financial Officer – Executive Director
(principal financial and accounting officer)

/s/ Steve Pusey
Steve Pusey

Chief Technology Officer – Executive Director

/s/ Gerard Kleisterlee
Gerard Kleisterlee

Chairman

/s/ Sir Crispin Davis
Sir Crispin Davis

Non-Executive Director

/s/ Dame Clara Furse
Dame Clara Furse

Non-Executive Director

/s/ Valerie Gooding
Valerie Gooding

Non-Executive Director

/s/ Renee James
Renee James

Non-Executive Director

/s/ Sam Jonah
Sam Jonah

Non-Executive Director

/s/ Nick Land
Nick Land

Non-Executive Director

/s/ Luc Vandeveld
Luc Vandeveld

Non-Executive Director

/s/ Philip Yea
Philip Yea

Non-Executive Director

/s/ Donald J. Puglisi
Donald J. Puglisi, Managing Director
Puglisi & Associates

Authorized Representative in the United States

INDEX TO EXHIBITS

Exhibit

Exhibit

Number

- 1 Form of Amended and Restated Deposit Agreement dated as of _____, 2015 among Vodafone Group Plc, The Bank of New York Mellon, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder.
- 2 Form of letter dated _____, 2015 from The Bank of New York Mellon to Vodafone Group Plc relating to pre-release activities.