

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD

Form F-6

June 20, 2014

As filed with the Securities and Exchange Commission on June  
20, 2014

Registration No. 333 -

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

FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

\_\_\_\_\_  
AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED  
(Exact name of issuer of deposited securities as specified in its charter)

\_\_\_\_\_  
N/A  
(Translation of issuer's name into English)

\_\_\_\_\_  
Australia  
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

\_\_\_\_\_  
399 Park Avenue  
New York, New York 10043  
(877) 248 - 4237  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

\_\_\_\_\_  
AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED, NEW YORK BRANCH  
31st Floor, 277 Park Avenue  
New York, New York 10172  
(212) 801 - 9800

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

Copies to:

Burr Henly, Esq.  
Sullivan & Cromwell  
Level 32, 101 Collins Street  
Melbourne, Victoria 3000,  
Australia

Herman H. Raspé, Esq.  
Patterson Belknap Webb & Tyler  
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1133 Avenue of the Americas  
New York, New York 10036

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 : ☐

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered                                                                                                                     | Amount to be Registered                | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------------|---------------------------------------------|----------------------------|
| American Depositary Shares, each American Depositary Share representing the right to receive one (1) ordinary share of Australia and New Zealand Banking Group Limited | 100,000,000 American Depositary Shares | \$5.00                                     | \$5,000,000.00                              | \$644.00                   |

\* Each unit represents 100 American Depositary Shares.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption                                                                            | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus    |
|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| 1. Name of Depositary and address of its principal executive office                                | Face of Receipt - Introductory Article.                                                     |
| 2. Title of Receipts and identity of deposited securities                                          | Face of Receipt - Top Center.                                                               |
| Terms of Deposit:                                                                                  |                                                                                             |
| (i) The amount of deposited securities represented by one American Depositary Share ("ADSs")       | Face of Receipt - Upper right corner.                                                       |
| (ii) The procedure for voting, if any, the deposited securities                                    | Reverse of Receipt - Paragraphs (17) and (18).                                              |
| (iii) The collection and distribution of dividends                                                 | Reverse of Receipt - Paragraph (15).                                                        |
| (iv) The transmission of notices, reports and proxy soliciting material                            | Face of Receipt - Paragraph (14);<br>Reverse of Receipt - Paragraph (18).                   |
| (v) The sale or exercise of rights                                                                 | Reverse of Receipt – Paragraphs (15) and (17).                                              |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (3) and (6);<br>Reverse of Receipt - Paragraphs (15) and (19). |
| (vii) Amendment, extension or termination of the deposit agreement                                 | Reverse of Receipt - Paragraphs (23) and (24) (no provision for extensions).                |
| (viii)                                                                                             | Face of Receipt - Paragraph (14).                                                           |

Rights of holders of Receipts to  
inspect the transfer books of the  
Depository and the list of  
holders of ADSs

(ix)

Restrictions upon the right to  
deposit or withdraw the  
underlying securities

Face of Receipt – Paragraphs (2), (3),  
(4), (6), (7), (9), (10) and (11).

| Item Number and Caption                                                            | Location in Form of American<br>Depository Receipt (“Receipt”)<br>Filed Herewith as Prospectus |
|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| (x) Limitation upon the liability of the Depository                                | Face of Receipt - Paragraph (8);<br>Reverse of Receipt - Paragraphs (20) and (21).             |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (11).                                                              |
| Item 2. AVAILABLE INFORMATION                                                      | Face of Receipt - Paragraph (14).                                                              |

Australia and New Zealand Banking Group Limited (the “Company”) publishes the information contemplated in Rule 12g3-2(b)(2)(i) under the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), on its internet website or through an electronic information delivery system generally available to the public in the Company’s primary trading market. The electronic information delivery system the Company currently uses for the publication of such reports is [www.asx.com.au](http://www.asx.com.au) (or any successor thereof). As of the date hereof, the Company’s internet website is [www.anz.com](http://www.anz.com). The information so published by the Company cannot be retrieved from the internet website of United States Securities and Exchange Commission (the “Commission”) and cannot be inspected or copied at the public reference facilities maintained by the Commission located (as of the date of the Deposit Agreement) at 100 F Street, N.E., Washington, D.C. 20549.

## PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement, by and among Australia and New Zealand Banking Group Limited (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). ☐ Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. ☐ None.
- (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. ☐ None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. ☐ Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. ☐ None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. ☐ Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, 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 amount of fees charged is 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 ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, by and among Australia and New Zealand Banking Group Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 20th day of June, 2014.

Legal entity created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive one ordinary share Australia and New Zealand Banking Group Limited.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith Galfo  
Name: Keith Galfo  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Australia and New Zealand Banking Group Limited 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Melbourne, Australia on June 20, 2014.

AUSTRALIA AND NEW ZEALAND BANKING  
GROUP LIMITED

By: /s/ Shayne Cary Elliott  
Name: Shayne Cary Elliott  
Title: Chief Financial Officer

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Shayne Cary Elliott, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all such capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on the dates stated below.

| Signature                                                                                                       | Title                                                          | Date          |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------|
| /s/ David Michael Gonski<br>David Michael Gonski                                                                | Chairman / Director                                            | June 16, 2014 |
| /s/ Paula Jane Dwyer<br>Paula Jane Dwyer                                                                        | Director                                                       | June 16, 2014 |
| /s/ Graeme Richard Liebelt<br>Graeme Richard Liebelt                                                            | Director                                                       | June 16, 2014 |
| /s/ Michael Roger Pearson Smith<br>Michael Roger Pearson Smith<br>(Principal Executive Officer and<br>Director) | Chief Executive Officer<br>(and also a Director)               | June 16, 2014 |
| /s/ Shayne Cary Elliot<br>Shayne Cary Elliott<br>(Principal Financial Officer)                                  | Chief Financial Officer                                        | June 17, 2014 |
| /s/ Shane Michael Buggle<br>Shane Michael Buggle<br>(Principal Accounting Officer)                              | Deputy Chief Financial Officer                                 | June 16, 2014 |
| /s/ George Truett Tate<br>George Truett Tate<br>(Authorized Representative in the<br>U.S.)                      | CEO and Head of Institutional<br>Relationship Banking, America | June 16, 2014 |

Index to Exhibits

| Exhibit | Document                                          | Sequentially<br>Numbered Page |
|---------|---------------------------------------------------|-------------------------------|
| (a)     | Form of Amended and Restated<br>Deposit Agreement |                               |
| (d)     | Opinion of counsel to the Depositary              |                               |