

NATIONAL AUSTRALIA BANK LTD

Form F-6

December 18, 2013

As filed with the United States Securities and Exchange Commission on December 18, 2013

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

National Australia Bank Limited
(A.B.N 12 004 044 937)
(Exact name of issuer of deposited securities as specified in its charter)

n/a
(Translation of issuer's name into English)

Victoria, Australia
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

National Australia Bank Limited, New York Branch
245 Park Avenue
New York New York 10167
(212) 916 9506
(Address, including zip code, and telephone number, including area code, of agent for service)
Copies to:

Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005
(212) 250-9100

Richard Rauchenberger
National Australia Bank Limited
New York Branch
245 Park Avenue
New York, New York 10167
(212) 916-9506

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 evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of National Australia Bank Limited | 200,000,000 | \$0.05 | \$10,000,000 | \$1,288 |

* Each unit represents one American Depositary Share.

**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 receipts evidencing 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, as amended, 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.

PART I
INFORMATION REQUIRED IN PROSPECTUS

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| 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 |
| 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 | Face of Receipt, Upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles (15) |
| (iii) The collection and distribution of dividends | Articles (2), (4), (8), (9), (13) and (21) |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles (12), (14), (15) and (21) |
| (v) The sale or exercise of rights | Articles (2), (6), (9), (13) and (21) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles (3), (4), (6), (8), (9), (13) and (16) |
| (vii) Amendment, extension or termination of the deposit arrangements | Articles (20) and (21) (no provision for extensions) |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of | Article (12) |

Receipts

- | | | |
|------|--|--------------------------------------|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Articles (2), (4), (6), (8) and (22) |
| (x) | Limitation upon the liability of the depositary | Articles (10), (17) and (18) |
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3. Fees and charges which may be imposed directly or indirectly against holders of Receipts Article (9)

Item 2. AVAILABLE INFORMATION