

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 -

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)

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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 F |
|--|--|--|---|--------------------------|
| 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 Depository Receipt ("Receipt") Filed Herewith as Prospectus |
|--|--|
| 1. Name of Depository 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 Depository 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); 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); 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

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|------|--|---|
| (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). |
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| Item Number and Caption | Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus |
|--|--|
| (x) Limitation upon the liability of the Depository | Face of Receipt - Paragraph (8); 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 (or any successor thereof). As of the date hereof, the Company’s internet website is 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.

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