NEWS CORP LTD
Form F-6 POS
August 06, 2004

As filed with the Securities and Exchange Commission on August 6, 2004
Registration No. 333-13422

==========

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 AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

The News Corporation 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)

---

111 Wall Street
New York, New York 10043
(212) 657-5100
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

Arthur Siskind, Esq.
News America Incorporated
1211 Avenue of the Americas
New York, New York 10036
(212) 852-7000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

Jeffrey W. Rubin, Esq. Herman H. Raspe, Esq.

Hogan & Hartson LLP
875 Third Avenue
New York, NY 10022

Patterson, Belknap, Webb & Tyler LLP
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 Max Aggregate Off Price**
American Depositary Shares, each representing four (4) ordinary shares, par value A$0.50, per share, of The News Corporation Limited ("Company").	N/A	N/A	N/A

* 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 receipts evidencing American Depositary Shares.

Registrant hereby amends this Post-Effective Amendment No. 1 to 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 Post-Effective Amendment No. 1 to Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Post-Effective Amendment No. 1 to Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Post-Effective Amendment No. 1 to 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

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption		Location in Form of Americ Depositary Receipt ("Recei Filed Herewith as Prospect
1.	Name of Depositary and address of its principal executive office	Face of Receipt - introduc
2.	Title of Receipts and identity of deposited securities	Face of Receipt - top cent
Terms of Deposit:		
(i)	The amount of deposited securities represented by one American Depositary Share	Face of Receipt - upper ri
(ii)	The procedure for voting, if any, the deposited securities	Reverse of Receipt - Parag and (14)
(iii)	The collection and distribution of dividends	Face of Receipt - Paragrap and (9); Reverse of Receipt - Parag (13) and (17)
(iv)	The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragrap Reverse of Receipt - Parag (14), (16) and (21)

I-1

Item Number and Caption		Location in Form of Americ Depositary Receipt ("Recei Filed Herewith as Prospect
(v)	The sale or exercise of rights	Face of Receipt - Paragrap (6); Reverse of Receipt - Parag (13) and (21)
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Reverse of Receipt - Parag and (15)
(vii)	Amendment, extension or termination and of the deposit agreement	Reverse of Receipt - Parag and (21)
(viii)	Rights of holders of Receipts to inspect	Face of Receipt - Paragrap

	the transfer books of the Depositary and the list of holders of Receipts	
(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragrap (4), and (5); Reverse of Receipt - Parag
(x)	Limitation upon the liability of the Depositary	Face of Receipt - Paragrap Reverse of Receipt - Parag
3.	Fees and charges which may be imposed directly or indirectly on holders of Receipts	Face of Receipt - Paragrap

Item 2. AVAILABLE INFORMATION — Face of Receipt - Paragrap

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W., (Room 1024), Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Annex I to the Form of Amendment No. 1 to Amended and Restated Deposit Agreement filed as Exhibit (a)(ii) to this Post-Effective Amendment No. 1 to Registration Statement and incorporated herein by reference.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(i) Amended and Restated Deposit Agreement, dated as of October 29, 1996, by and among The News Corporation Limited (the "Company"), Citibank, N.A., as the depositary (the "Depositary"), and all Holders from time to time of American Depositary Receipts issued thereunder (including form of the American Depositary Receipt ("ADR") to be issued thereunder) - Previously filed as Exhibit (a) to Form F-6 Registration Statement No. 333-10564 and incorporated herein by reference.

(a)(ii) Form of Amendment No. 1 to Amended and Restated Deposit Agreement, by and among the Company, the Depositary, all Holders from time to time of American Depositary Receipts issued thereunder, and (to the extent contemplated therein) certain Beneficial Owners of American Depositary Shares (the "Amendment") - Filed herewith as Exhibit (a)(ii)

(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 Depositray and the Company in effect in within the last three years. - None.

(d) Opinion of Frettra M. Miller, counsel to the Depositary, as to the legality of the securities to be registered - Previously filed as Exhibit (d) to Form F-6 Registration Statement No. 333-13422.

(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 signature pages to the Form F-6 Registration Statement No. 333-13422.

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 the American Depositary Receipts, 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 a Receipt thirty days before any change in the fee schedule.

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 dated as of October 29, 1996, as proposed to be amended by Amendment No. 1 to Amended and Restated Deposit Agreement, by and among The News Corporation Limited, Citibank, N.A., as depositary, all Holders from time to time of American Depositary Receipts issued thereunder, and (to the extent contemplated therein) certain Beneficial Owners of American Depositary Shares, 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 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 6th day of August, 2004.

Legal entity created by the Amended and Restated Deposit Agreement as proposed to be amended by Amendment No. 1 to the Amended and Restated Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares ("ADSs"), each ADS representing four (4) ordinary shares, of The News Corporation

Limited.

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

By: /s/ Susanna Mancini

Name: Susanna Mancini
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, The News Corporation 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 Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Australia on this 6th day of August, 2004.

The News Corporation Limited

By: /s/ Arthur M. Siskind

Name: Arthur M. Siskind
Title: Executive Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the following capacities on August 6, 2004.

Signature	Title
* K. Rupert Murdoch	Executive Director; Chairman and Chief Executive (Principal Executive Officer)
* David F. DeVoe	Executive Director and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* Chase Carey	Executive Director
* Peter Chernin	Executive Director
*	Executive Director

Lachlan K. Murdoch

/s/ Arthur M. Siskind Arthur M. Siskind	Executive Director and Authorized Representative in the United States

II-4

* Kenneth E. Cowley	Non-Executive Director
* Andrew S.B. Knight	Non-Executive Director
Roderick I. Eddington	Non-Executive Director
* Thomas J. Perkins	Non-Executive Director
Stanley S. Shuman	Non-Executive Director
* Geoffrey C. Bible	Non-Executive Director
Peter Barnes	Non-Executive Director
Viet Dinh	Non-Executive Director
John L. Thornton	Non-Executive Director

/s/ Arthur M. Siskind

*By Arthur M. Siskind as attorney-in-fact.

Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
(a)(ii)	Form of Amendment No. 1 to Amended and Restated Deposit Agreement	