

SIGNET GROUP PLC
Form F-6 POS
October 15, 2004

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As filed with the Securities and Exchange Commission on October 15, 2004

Registration No. 333-119099

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

Signet 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)

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)

CT Corporation
111 Eighth Avenue
New York, New York 10011
(212) -894-8940

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

Copy to:

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

It is proposed that this filing become effective under Rule 466

ý immediately upon filing o on [date] at [time]

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

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 representing thirty ordinary shares of Signet Group plc | N/A | N/A | N/A | N/A |

This Post-Effective Amendment to Registration Statement may on Form F-6 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**

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Amendment No. 1 to Deposit Agreement filed as Exhibit (a)(2) to the Post-Effective Amendment to Registration Statement on Form F-6 which is incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Cross Reference

| Item Number and Caption | Location in Form of Receipt Filed Herewith as Prospectus |
|--|---|
| 1. Name and address of depositary | Introductory Article |
| 2. Title of American Depositary Receipts and identity of deposited | Face of Receipt, top center securities |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts | Face of Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 13, 14 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 11, 13 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 9, 10, 13, 14, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 12, 13 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 11, 13, 15 and 18 |
| (vii) Amendment, extension or termination of the deposit | Articles number 20 and 21 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article number 16 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5 and 22 |
| (x) Limitation upon the liability of the depositary | Articles number 12,18 and 21 |
| 3. Fees and Charges | Article number 15 |

Item 2. AVAILABLE INFORMATION

- (b) Statement that Signet Group plc is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Securities and Exchange Commission and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. Article number 10

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement among Signet Group plc, Deutsche Bank Trust Company Americas, as successor depository (the "Depository"), and all owners and holders from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed and incorporate by reference to the Registration Statement on Form F-6 (Reg. No. 333-119099) filed with the Commission on September 23, 2004.
- (a)(2) **Form of Amendment to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement among Signet Group plc, the Deposit and all owners and holders from time to time of American Depositary Receipts issued thereunder. Filed herewith as Exhibit (a)(2).
- (b) **Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of counsel to the Depository as to the legality of the securities being registered.** Previously filed and incorporate by reference to the Registration Statement on Form F-6 (Reg. No. 333-119099) filed with the Commission on September 23, 2004.
- (e) **Certificate under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository 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 Depository 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 disclosed in the prospectus, the Depository 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 Depository undertakes to notify each registered holder of an American Depositary Receipt 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of London, on October 14, 2004.

Legal entity created by the agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares representing ordinary shares of Signet Group plc.

Deutsche Bank Trust Company Americas, As Depositary

By: /s/ JEFF MARGOLICK

Name: Jeff Margolick
Title: Vice President

By: /s/ CLARE BENSON

Name: Clare Benson
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities of 1933, Signet Group plc 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in London on October 14, 2004.

SIGNET GROUP PLC

By: /s/ WALKER BOYD

Name: Walker Boyd
Title: Group Finance Director

Registration Statement on Form F-6 has been signed by the following persons in the following capacities on October 14, 2004.

| Signature | Title |
|--------------------------------|--|
| * _____ James McAdam | Chairman of the Board of Directors |
| * _____ Terry Burman | Group Chief Executive Officer and Director |
| * _____ Robert Blanchard | Director |
| * _____ Brooke Land | Director |
| * _____ Dale Hilpert | Director |
| * _____ Walker Boyd | Group Finance Director (Chief Financial Officer) |
| * _____ Russell Walls | Director |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Signet Group plc has signed this Post-Effective Amendment to Registration Statement on Form F-6 on October 14, 2004.

Signet Group plc

By: /s/ TERRY BURMAN

Name: Terry Burman
Title: Group Chief Executive and Director

By: _____

Name: Walker Boyd
Title: Attorney-in-Fact

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