

WESTPAC BANKING CORP  
Form F-6  
May 01, 2013

**As filed with the Securities and Exchange Commission on May 1, 2013. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**WESTPAC BANKING CORPORATION**

(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)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 11<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

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

Copies to:

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

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**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
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	100,000,000			
American Depositary Shares representing ordinary shares of Westpac Banking Corporation	American Depositary Shares	\$5.00	\$5,000,000	\$682.00

(1) For the purpose of this table only the term "unit" is defined as 100 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 the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Second Amended and Restated Deposit Agreement filed as Exhibit 1 to this Registration Statement, which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center
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 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18

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|--|---|
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization   | Articles number 12, 13, 15, 17 and 18   |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21               |
| (viii) Rights of holders of American Depositary Receipts to inspect the transfer books of the depositary and the list of holders of American Depositary Receipts | Article number 11                       |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary  | Articles number 14, 18, 19 and 21       |

3. Fees and Charges Articles number 7 and 8

Item - 2. Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- Form of Second Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2013 among Westpac
- a. Banking Corporation, The Bank of New York Mellon, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. – Filed herewith as Exhibit 1.
  - b. Any other agreement, to which the depositary is a party, relating to the issuance of Depositary Shares registered hereby or the custody of the deposited securities represented thereby. – Not applicable.
  - 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. – Not applicable.
  - d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed herewith as Exhibit 4.
  - e. Certification under Rule 466. – Not applicable.
  - f. Power of attorney of officers and directors of Westpac Banking Corporation. – Filed herewith as Exhibit 7.

Item - 4. Undertakings

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the depositary shares, 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 amounts of fees charged are 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 depositary shares 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 1, 2013.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Westpac Banking Corporation.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director



Pursuant to the requirements of the Securities Act of 1933, Westpac Banking Corporation has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in The City of New York, State of New York, on May 1, 2013.

**Westpac Banking Corporation**

By: /s/ Sean Crellin

Name: Sean Crellin

Title: *Director, Legal*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on May 1, 2013.

\* Chairman  
Lindsay Maxsted

\* Director  
Elizabeth Bryan

\* Director  
Gordon Cairns

\* Director  
Ewen Crouch

\* Director  
John Curtis

\* Director  
Robert Elstone

\* Director  
Peter Hawkins

\* Director  
Ann Pickard

\*  
Gail Kelly            Managing Director and Chief Executive Officer  
                              (principal executive officer)

\*  
Philip Coffey        Chief Financial Officer  
                              (principal financial officer)

\*  
Peter King            Deputy Chief Financial Officer  
                              (principal accounting officer)

\*  
Sean Crellin         Authorized Representative in the United States

\* By: /s/ Sean Crellin  
      Sean Crellin  
      Attorney-in-fact

INDEX TO EXHIBITS

Exhibit

Exhibit

Number

- |   |  |
|---|--|
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| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.   |
| 7 | Power of attorney of officers and directors of Westpac Banking Corporation   |

