

RYANAIR HOLDINGS PLC
Form F-6 POS
February 20, 2007

As filed with the Securities and Exchange Commission on February 5, 2007

Registration No. 333-13514

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

**TO THE FORM F-6
REGISTRATION STATEMENT**

under
THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

of

RYANAIR HOLDINGS PLC

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Republic of Ireland

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(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)

**The Bank of New York
ADR Division**

One Wall Street, 29th 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:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010**

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.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-11568).

The prospectus consists of the proposed revised form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the 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 Face of Receipt, top center deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 16, 17 and 19 |

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- | | |
|--|---|
| (iii) The collection and distribution of dividends | Articles number 4, 13, 14, 16 and 19 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 12, 16, 17 and 19 |
| (v) The sale or exercise of rights | Articles number 14, 15, 16 and 19 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 13, 14, 16, 18 and 19 |
| (vii) Amendment, extension or termination of the deposit agreement | Articles number 21 and 22 |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Article number 12 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 8 and 24 |
| (x) Limitation upon the liability of the depositary | Articles number 15, 19, 20 and 22 |

- | | |
|---------------------|-------------------------|
| 3. Fees and Charges | Articles number 7 and 8 |
| Item - 2. | |

Available Information

- | | |
|------------------------------------|-------------------|
| Public reports furnished by issuer | Article number 12 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

- Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of May 29, 1997, as amended and restated as of February 28, 2000, as amended and restated as of May 16, 2001, and as further amended and restated as of _____, 2007, among Ryanair Holding plc, The Bank of New York as Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Letter agreement among Ryanair Holdings plc and The Bank of New York relating to pre-release activities. - Previously Filed.

c.

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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. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
- Previously Filed.

e.

Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

Previously Filed.

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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, February 5, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares, Nominal Value 2.54 Euro cents each, of Ryanair Holdings plc.

By:

The Bank of New York,
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Ryanair Holdings plc has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Dublin, Ireland on February 5, 2007.

Ryanair Holdings plc

By:

/s/ Howard Millar

Name: Howard Millar

Title: Deputy Chief Executive and Chief

Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on February 5, 2007.

/s/ David Bonderman

Name: David Bonderman

Director

/s/ Howard Millar

Name: Howard Millar

Principal Financial Officer and Principal Accounting Officer

/s/ T. Anthony Ryan

Name: T. Anthony Ryan

Director

/s/ Michael O. Leary

Name: Michael O. Leary

Principal Executive Officer

/s/ Michael Horgan

Name: Michael Horgan

Director

/s/ Emmanuel Faber

Name: Emmanuel Faber

Director

/s/ Kyran McLaughlin

Name: Kyran McLaughlin

Director

/s/ Klaus Kirchberger

Name: Klaus Kirchberger

Director

/s/ James Osborne

Name: James Osborne

Director

/s/ Paolo Pietrogrande

Name: Paolo Pietrogrande

Director

AUTHORIZED U.S. REPRESENTATIVE

THE BANK OF NEW YORK

as Authorized U.S. Representative

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

INDEX TO EXHIBITS

Exhibit

Letter

Exhibit

| | |
|---|---|
| 1 | Form of Amended and Restated Deposit Agreement dated as of May 29, 1997, as amended and restated as of February 28, 2000, as further amended and restated as of May 16, 2001, and as further amended and restated as of _____, 2007, among Ryanair Holding plc, The Bank of New York as Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder |
|---|---|