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NEWS HOLDINGS LTD
Form F-6 POS
November 12, 2004

As filed with the Securities and Exchange Commission on November 12, 2004
Registration No. 333- 111424
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM F-6
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

News Holdings Limited
(formerly known as "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)

388 Greenwich Street
New York, New York 10013
(212) 816-6690
(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:

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Jeffrey W. Rubin, Esq.
Hogan & Hartson LLP
875 Third Avenue
New York, NY 10022

Herman H. Raspe, Esq.
Patterson, Belknap, Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

Deregistration of unissued American Depositary Shares.

The registrant hereby de-registers 594,635,711 American Depositary Shares that were registered under this Registration Statement No. 333-111424, in respect of which no shares have been deposited with the depository, and which therefore have not been, and will not be, issued.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) (i) Amended and Restated Deposit Agreement, dated as of December 3, 1996, by and among The News Corporation Limited (the "Company"), Citibank, N.A., as the depository (the "Depository"), 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. 333-10562 and incorporated herein by reference.

(a) (ii) Amendment No. 1 to Amended and Restated Deposit Agreement, dated September 8, 2004, by and among the Company, the Depository, 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) (i) Letter Agreement, dated as of November 25, 2003, between the Company and the Depository - Previously filed as Exhibit (b) (1) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(b) (ii) Letter Agreement, dated as of November 25, 2003, between the Company and the Depository - Previously filed as Exhibit (b) (2) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(b) (iii) Letter Agreement, dated October 26, 2004, between the Company and the Depository - Filed herewith as Exhibit (b) (iii)

(b) (iv) Letter Agreement dated November 11, 2004, among the Company, the Depository and Computershare Trust Company of New York - Filed herewith as Exhibit (b) (iv).

(c) (i) Form of Restricted Securities Letter Agreement, among the Company, the Depository and General Motors Corporation - Previously filed as Exhibit (c) (1) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (ii) Letter Agreement, dated as of October 15, 2003, among the Company, the Depository, Liberty Media Corporation and Liberty NC XIII, INC - Previously filed as Exhibit (c) (2) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

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(c) (iii) Letter Agreement, dated as of December 17, 2001, between the Company, the Depositary, News Publishing Australia Limited, Liberty Media Corporation, LMC International, Inc. and Citicorp Nominees Pty Limited - Previously filed as Exhibit (c) (3) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (iv) Letter Agreement, dated as of December 3, 2001 among the Company, the Depositary, and Liberty Media Corporation - Previously filed as Exhibit (c) (4) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (v) Letter Agreement, dated as of December 3, 2001, among the Company, the Depositary, and Liberty Media Corporation - Previously filed as Exhibit (c) (5) to Form F-6 Registration Statement No. 333-111424.

(c) (vi) Letter Agreement, dated July 15, 1999, between the Company and the Depositary - Previously filed as Exhibit (c) to Form F-6 Registration Statement No. 333-13420 and incorporated herein by reference.

(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. 333-111424 and incorporated herein by reference.

(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. 333-111424.

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 December 3, 1996, as amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of September 8, 2004, 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. 2 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 12th day of November, 2004.

Legal entity created by the Amended and Restated Deposit Agreement, dated as of December 3, 1996, as amended by Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of September 8, 2004, 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.

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

By: /s/ Mark Gherzo

Name: Mark Gherzo
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, News Holdings 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. 2 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized on this 12th day of November, 2004.

News Holdings Limited

By: /s/ Arthur Siskind

Name: Arthur M. Siskind
Title: Executive Director and Authorized
Representative in the United
States

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the following capacities on November 11, 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 |

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Lachlan K. Murdoch

| | |
|---|--|
| /s/ Arthur Siskind ----- Arthur M. Siskind | Executive Director and Authorized Representative in the United States |
| * ----- 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 |
| /s/ Peter Barnes ----- Peter Barnes | Non-Executive Director |
| /s/ Viet Dinh ----- Viet Dinh | Non-Executive Director |
| /s/ John L. Thornton ----- John L. Thornton | Non-Executive Director |
| /s/ Arthur Siskind ----- *By Arthur M. Siskind as attorney-in-fact. | |

Index to Exhibits

| Exhibit ----- | Document ----- | Sequentially Numbered Page ----- |
|------------------|--------------------------------|-------------------------------------|
| (a) (ii) | Amendment No. 1 to Amended and | |

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Restated Deposit Agreement

(b) (iii) Letter Agreement (US DRIP Plan)

(b) (iv) Letter Agreement (Successor Depositary)