

PRUDENTIAL PLC  
Form F-6EF  
March 14, 2008

As filed with the U.S. Securities and Exchange Commission on March 14, 2008

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts**

**Prudential Public Limited Company**

**(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)**

**JPMORGAN CHASE BANK, N.A.  
(Exact name of depository as specified in its charter)**

**4 New York Plaza, New York, NY 10004  
Telephone (212) 623-0636**  
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

**Jackson National Life Insurance Company  
1 Corporate Way Lansing, MI 48951  
(517) 381-5500  
Attention: General Counsel**  
(Address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*  
**Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, 44<sup>th</sup> Floor  
New York, New York 10022  
(212) 319-7600**

It is proposed that this filing become effective under Rule 466  
x immediately upon filing  
o on (Date) at (Time)

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

| Title of each class of Securities to be registered | CALCULATION OF REGISTRATION FEE |                  |                  |                            |
|--|---------------------------------|------------------|------------------|----------------------------|
|  | Amount to be registered         | Proposed maximum | Proposed maximum | Amount of registration fee |
|  |                                 |                  |                  |                            |

|  |  | <b>aggregate<br/>price per<br/>unit <sup>(1)</sup></b> | <b>aggregate<br/>offering<br/>price <sup>(2)</sup></b> |         |
|--|--|--|--|---------|
| American Depositary Shares evidenced<br>by American Depositary Receipts, each<br>American Depositary Share<br>representing two ordinary shares of<br>Prudential Public Limited Company | 50,000,000<br>American<br>Depositary<br>Shares | \$0.05   | \$2,500,000  | \$98.25 |

(1) Each unit represents one American Depositary Share.

(2) 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 American Depositary Receipts evidencing American Depositary Shares.

**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)(2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

| Item Number and Caption  | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|--|--|
| (1) Name and address of Depositary   | Introductory paragraph and final sentence on face                            |
| (2) Title of American Depositary Receipts and identity of deposited securities   | Face of American Depositary Receipt, top center                              |
| <b>Terms of Deposit:</b>   |  |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares                                 | Face of American Depositary Receipt, upper right corner                      |
| (ii) Procedure for voting, if any, the deposited securities  | Reverse, paragraph (3)   |
| (iii) Collection and distribution of dividends   | Face, paragraphs (4), (5) and (8); Reverse, paragraph (1)                    |
| (iv) Transmission of notices, reports and proxy soliciting material  | Face, paragraph (11); Reverse, paragraphs (3) and (5)                        |
| (v) Sale or exercise of rights   | Face, paragraphs (4) and (7); Reverse, paragraph (1)                         |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization                           | Face, paragraphs (3) and (7); Reverse, paragraphs (1) and (4)                |
| (vii) Amendment, extension or termination of the Deposit Agreement   | Reverse, paragraphs (9) and (10) (no provision for extension)                |
| (viii) Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Reverse, paragraph (5)   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Face, paragraphs (1), (2), (4) and (5)                                       |
| (x) Limitation upon the liability of the Depositary  | Reverse, paragraph (7)   |
| (3) Fees and Charges   | Face, paragraph (8)  |

**Item 2. AVAILABLE INFORMATION**

| Item Number and Caption   | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|---|--|
| (b) Statement that Prudential Public Limited Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the 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. | Face, paragraph (11)   |

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

(a)(1) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement dated as of June 2000 among Prudential Public Limited Company, JPMorgan Chase Bank, N.A. (fka Morgan Guaranty Trust Company of New York) as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Registration Statement 333-12168, which is incorporated herein by reference.

(a)(2) Form of American Depositary Receipt is filed herewith as Exhibit (a).

(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.** 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 Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).

(e) **Certification under Rule 466.** Not applicable.

(f) **Power of Attorney.** Included as part of the signature pages hereto.

**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 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 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 an American Depositary Receipt thirty days before any change in the fee schedule.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, 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 March 14, 2008.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as  
Depositary

By: /s/Melinda L. VanLuit  
Name: Melinda L. VanLuit  
Title: Vice President

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**SIGNATURES**

**Pursuant to the requirements of the Securities Act of 1933, Prudential plc certifies that it has reasonable grounds to believe that all of 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 London, England, on March 12, 2008.**

Prudential plc

By: /s/Mark Tucker  
Name: Mark Tucker ACA  
Title: Group Chief Executive

Know all persons by these presents that each of the undersigned constitutes and appoints Mark Tucker and Philip Broadley, jointly and severally, his or her true and lawful attorneys-in-fact and agents with full and several power of substitution, for and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

**Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 12, 2008.**

By: /s/Sir David Clementi  
Name: Sir David Clementi FCA MBA  
Title: Chairman

By: /s/Mark Tucker  
Name: Mark Tucker ACA  
Title: Group Chief Executive, Executive Director

By: /s/Philip Broadley  
Name: Philip Broadley FCA  
Title: Group Finance Director, Executive Director

By: /s/Clark Manning  
Name: Clark Manning  
Title: President and Chief Executive Officer—Jackson National Life, Executive Director

By: /s/Michael McLintock  
Name: Michael McLintock  
Title: Chief Executive—M&G, Executive Director

By: /s/Barry Stowe  
Name: Barry Stowe  
Title: Chief Executive—Prudential Corporation Asia,  
Executive Director

By: /s/Nick Prettejohn  
Name: Nick Prettejohn  
Title: Chief Executive—U.K. and European Operations, Executive Director

By: /s/Sir Win Bischoff  
Name: Sir Win Bischoff  
Title: Non-Executive Director

By: /s/Keki Dadiseth  
Name: Keki Dadiseth FCA  
Title: Non-Executive Director

By: /s/Michael Garrett  
Name: Michael Garrett  
Title: Non-Executive Director

By: /s/Ann Godbehere  
Name: Ann Godbehere FCGA  
Title: Non-Executive Director

By: /s/Bridget Macaskill  
Name: Bridget Macaskill  
Title: Non-Executive Director

By: /s/Kathleen O'Donovan  
Name: Kathleen O'Donovan ACA  
Title: Non-Executive Director

By: /s/James Ross  
Name: James Ross  
Title: Non-Executive Director





By: /s/Lord Turnbull  
Name: Lord Turnbull KCB CVO  
Title: Non-Executive Director

By: /s/Clark Manning  
Name: Clark Manning  
Title: Authorized Representative in the United States  
President and Chief Executive Officer - Jackson  
National Life, Executive Director

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**INDEX OF EXHIBITS**

Exhibit  
Number

- (a)(2) Form of American Depositary Receipt
  - (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.
  - (e) Rule 466 certification
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