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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 - 13422

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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

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News Holdings Limited  
(formerly known as "The News Corporation Limited")  
(Exact name of issuer of deposited securities as specified in its charter)

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N/A  
(Translation of issuer's name into English)

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Australia  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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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)

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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)

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Copies to:

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

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

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Deregistration of unissued American Depositary Shares.

The registrant hereby de-registers 123,947,497 American Depositary Shares that were registered under this Registration Statement No. 333-13422, 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 October 29, 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. 333-10564 and incorporated herein by reference.

(a) (ii) Amendment No. 1 to Amended and Restated Deposit Agreement, dated as of 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- Filed herewith as Exhibit (b) (i).

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

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

(c) Every material contract relating to the deposited securities between the Depository and the Company in effect in within the last three years.  
- None.

(d) Opinion of Frettra M. Miller, counsel to the Depository, as to the legality of the securities to be registered - Previously filed as Exhibit (d) to Form F-6 Registration Statement No. 333-13422.

(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. 333-13422.

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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 October 29, 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 October 29, 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.

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

By: /s/ Mark Gherzo

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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

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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

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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
* ----- Lachlan K. Murdoch	Executive Director
/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
/s/ Stanley S. Shuman -----	Non-Executive Director

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Stanley S. Shuman

/s/ Peter Barnes Non-Executive Director  
-----  
Peter Barnes

/s/ Viet Dinh Non-Executive Director  
-----  
Viet Dinh

/s/ John L. Thornton Non-Executive Director  
-----  
John L. Thornton

/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 Restated Deposit Agreement	
(b) (i)	Letter Agreement (Direct Registration ADSs)	
(b) (ii)	Letter Agreement (US DRIP Plan)	
(b) (iii)	Letter Agreement (Successor Depositary)	