

BT GROUP PLC  
Form F-6EF  
November 20, 2015

As filed with the U.S. Securities and Exchange Commission on November 20, 2015

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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BT Group plc  
(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, Floor 12, New York, New York 10004  
Telephone (800) 990-1135  
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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BT Americas Inc.  
Attention: Richard Nohe, General Counsel, Americas Region  
620 8th Avenue  
New York, NY 10018  
(203) 461-8098  
(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, Suite 2405  
New York, New York 10022  
(212) 319-7600

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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

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares of BT Group plc	50,000,000 American Depositary Shares	\$0.05	\$2,500,000	\$251.75

(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 to the Amended and Restated Deposit Agreement filed as Exhibit (a) 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 bottom of face of American Depositary Receipt
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(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	Paragraph (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7) and (10)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (4), (5), (10) and (13)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (16) and (17)
(viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders	Paragraph (3)

of ADRs

(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4), and (5)
(x)	Limitation upon the liability of the Depositary	Paragraph (14)
(3)	Fees and Charges	Paragraph (7)

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Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(b) Statement that BT Group plc is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly files certain reports with the Securities and Exchange Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied through the Securities and Exchange Commission's EDGAR system or at public reference at public reference facilities maintained by the Securities and Exchange Commission in Washington, D.C.	Paragraph (8)

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Deposit Agreement. Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2015 among BT Group plc, JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the 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. Filed herewith as Exhibit (e).

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.
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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 November 19, 2015.

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

JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Gregory A. Levendis  
Name: Gregory A. Levendis  
Title: Executive Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, BT Group plc 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 on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in London, England, on November 19, 2015.

BT Group plc

By: /s/ Dan Fitz  
Name: Dan Fitz  
Title: Group General Counsel &  
Company Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dan Fitz and Linda Bruce-Watt, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on November 19, 2015, in the capacities indicated.

SIGNATURES

Signature	Title
/s/ Sir Michael Rake Sir Michael Rake	Chairman
/s/ Gavin Patterson Gavin Patterson	Chief Executive Officer and Director
/s/ Tony Chanmugam Tony Chanmugam	Group Finance Director
/s/ Tony Ball Tony Ball	Non-Executive Director

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/s/ Iain Conn  
Iain Conn Non-Executive Director

/s/ Phil Hodgkinson  
Phil Hodgkinson Non-Executive Director

/s/ Isabel Hudson  
Isabel Hudson Non-Executive Director

/s/ Mike Inglis  
Mike Inglis Non-Executive Director

/s/ Karen Richardson  
Karen Richardson Non-Executive Director

/s/ Nick Rose  
Nick Rose Non-Executive Director

/s/ Jasmine Whitbread  
Jasmine Whitbread Non-Executive Director

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SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of BT Group plc has signed this Registration Statement on November 19, 2015.

Authorized U.S. Representative

By: /s/ Richard Nohe  
Name: Richard Nohe

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INDEX TO EXHIBITS

Exhibit  
Number

- (a) Form of Amended and Restated Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities to be registered.