

VODAFONE GROUP PUBLIC LTD CO

Form 8-A12B

December 20, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Vodafone Group Plc

(Exact Name of Registrant as Specified in Its Charter)

England and Wales

None

(State of Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

The Courtyard, 2-4 London Road,  
Newbury, Berkshire, England

RG14 1JX

(Address of Principal Executive Office)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  
 [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  
 [ ]

Securities Act registration statement file number to which this form relates: No. 333-10762

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

3.95% Notes due 2008  
5.375% Notes due 2015

The New York Stock Exchange  
The New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

The Registrant has filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933 a prospectus supplement dated December 11, 2002 (the Prospectus Supplement) to a prospectus dated November 30, 2000, (the Prospectus) relating to its 3.95% Notes due 2008 and its 5.375% Notes due 2015 to be registered hereunder included in the Registrant's Post-Effective Amendment No. 1 to a Registration Statement on Form F-3 (File No. 333-10762) declared effective by the Commission on November 30, 2000. The Registrant incorporates by reference the Prospectus Supplement and the Prospectus to the extent set forth below.

**Item 1. Description of Registrant's Securities to be Registered.**

Reference is made to the information set forth under the headings Description of Notes and Taxation in the Prospectus Supplement and under Description of Debt Securities We May Offer and Certain U.S. Federal and U.K. Tax Considerations in the Prospectus, which information is incorporated herein by reference.

**Item 2. Exhibits.**

The 3.95% Notes due 2008 and the 5.375% Notes due 2015 are expected to be listed on the New York Stock Exchange (the NYSE), the exchange on which other securities of the Registrant are currently registered. Accordingly, copies of the following exhibits shall be filed with each copy of this Registration Statement filed with the Commission or with the NYSE, subject to Rule 12b-32 regarding the incorporation of exhibits by reference.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, the following exhibits are being filed with the Commission in connection with this Registration Statement:

- 1.1 Indenture, dated as of February 10, 2000, between Vodafone Group Plc and Citibank, N.A., as Trustee, including forms of debt securities (incorporated by reference to Exhibit 4(a) filed in the Registrant's Post-Effective Amendment No.1 to its Registration Statement on Form F-3 (File No. 333-10762) declared effective by the SEC on November 30, 2000).
- 1.2 Officer's Certificate of the Registrant pursuant to Section 301 of the Indenture setting forth the terms of the 3.95% Notes due 2008.
- 1.3 Officer's Certificate of the Registrant pursuant to Section 301 of the Indenture setting forth the terms of the 5.375% Notes due 2015.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Vodafone Group Plc  
(Registrant)

Date: December 20, 2002

By: /s/ G.D.A. Bacon

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Name: G.D.A. Bacon  
Title: Group Treasurer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
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1.2	Officer's Certificate of the Registrant pursuant to Section 301 of the Indenture setting forth the terms of the 3.95% Notes due 2008.
1.3	Officer's Certificate of the Registrant pursuant to Section 301 of the Indenture setting forth the terms of the 5.375% Notes due 2015.