

NATIONAL AUSTRALIA BANK LTD  
Form F-6EF  
February 03, 2005

As filed with the Securities and Exchange Commission on February 3, 2005

Registration No. 333-

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

of

**NATIONAL AUSTRALIA BANK LIMITED**

**(A.B.N 12 004 044 937)**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**VICTORIA, Commonwealth of Australia**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depository as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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**The Bank of New York**  
**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**  
**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

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**

| <b>Title of each class of</b>   | <b>Amount to be</b>               | <b>Proposed</b>                | <b>Proposed</b>       | <b>Amount of</b>    |
|---|-----------------------------------|--------------------------------|-----------------------|---------------------|
| <b>Securities to be registered</b>  | <b>registered</b>                 | <b>maximum</b>                 | <b>maximum</b>        | <b>registration</b> |
|   |                                   | <b>aggregate price</b>         | <b>aggregate</b>      | <b>fee</b>          |
|   |                                   | <b>per unit</b> <sup>(1)</sup> | <b>offering price</b> |                     |
|   |                                   |                                | <sup>(2)</sup>        |                     |
| <b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, no par value, of National Australia Bank Limited.</b> | <b>50,000,000</b>                 | <b>\$5.00</b>                  | <b>\$2,500,000</b>    | <b>\$ 294.25</b>    |
|   | <b>American Depositary Shares</b> |                                |                       |                     |

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-7950).

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1.(b) to this Registration Statement which is incorporated herein by reference

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u>  | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|---|---|
| 1. Name and address of depositary   | Introductory Article  |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities |   |
| Terms of Deposit:   |   |

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- (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right corner  
American Depositary Receipts
- (ii) The procedure for voting, if any, the deposited securities
- (iii) The collection and distribution of dividends
- (iv) The transmission of notices, reports and proxy soliciting material
- (v) The sale or exercise of rights
- (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization
- (vii) Amendment, extension or termination of the deposit agreement
- (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts
- (ix) Restrictions upon the right to deposit or withdraw the underlying securities
- (x) Limitation upon the liability of the depositary

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3. Fees and Charges  
Item - 2.

Articles number 7 and 8

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

a. (1) Form of Amended and Restated Deposit Agreement dated as of March 15, 1997 among National Australia Bank Limited, Morgan Guaranty Trust of New York, as Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder. Filed herewith as Exhibit 1.(a).

a. (2) Form of Amended and Restated Deposit Agreement dated as of November 14, 1997, among National Australia Bank Limited, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.(b).

b. (1) Letter Agreement dated as of October 29, 1997 among National Australia Bank Limited, The Bank of New York, and Morgan Guaranty Trust Company of New York. Filed herewith as Exhibit 2.(a).

b. (2) Form of letter agreement between National Australia Bank Limited and The Bank of New York relating to pre-release activities. Filed herewith as Exhibit 2.(b).

(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. - See Exhibits 2.(a) and 1.(b) above.

(d). Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

(e). Certification under Rule 466. Filed herewith as Exhibit 5.

Power of Attorney. Filed herewith as Exhibit 6.

Item - 4. Undertakings

(a)

(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 ADRs, 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)

(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 ADR thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 February 3, 2005.

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Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, no par value, of National Australia Bank Limited

By: The Bank of New York,

As Depositary

By: /s/ Ulla M. Erlandsen

Ulla M. Erlandsen

Vice President

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Pursuant to the requirements of the Securities Act of 1933, National Australia Bank Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Melbourne, Commonwealth of Australia, on 2 February, 2005.

National Australia Bank Limited

By: /s/ Garry F. Nolan

Name: Garry F. Nolan

Title: Company Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on 2 February, 2005.

| Name                             | Title   |
|----------------------------------|---|
| *<br>_____<br>Graham Kraehe      | Chairman  |
| *<br>_____<br>John Stewart       | Director, Managing Director and<br>Chief Executive Officer<br>(Principal Executive Officer) |
| *<br>_____<br>Geoffrey Tomlinson | Director  |
| *<br>_____<br>Peter Duncan       | Director  |
| *<br>_____<br>John Thorn         | Director  |
| *<br>_____<br>Malcolm Williamson | Director  |



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Robert Elstone

Director

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Paul Rizzo

Director

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Daniel Gilbert

Director

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Jillian Segal

Director

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Michael Chaney

Director

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Ahmed Fahour

Director

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Michael Ullmer

Director and  
Group Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

/s/ Bruce Richards

Authorized Representative

\_\_\_\_\_

in the United States

Bruce Richards

\*By:           /s/ Craig Semple

Name: Craig Semple

Title: Attorney

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#### INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Exhibit</u>   | <u>Page</u> |
|-----------------------|--|-------------|
| 1. (a)                | Form of Amended and Restated Deposit Agreement dated as of March 15, 1997 among National Australia Bank Limited, Morgan Guaranty Trust of New York, as Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder. (Incorporated by reference to Exhibit A(1) to the Registration Statement on Form F-6 (No. 333-7950) filed with the Securities and Exchange Commission on November 14, 1997.) |             |
| 1. (b)                | Form of Amended and Restated Deposit Agreement dated as of November 14, 1997, among National Australia Bank Limited, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. (Incorporated by reference to Exhibit A(2) to the Registration  |             |

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Statement on Form F-6 (No. 333-7950) filed with the Securities and Exchange Commission on November 14, 1997.)

2. (a) Letter Agreement dated as of October 29, 1997 among National Australia Bank Limited, The Bank of New York, and Morgan Guaranty Trust Company of New York. (Incorporated by reference to Exhibit B(1) to the Registration Statement on Form F-6 (No. 333-7950) filed with the Securities and Exchange Commission on November 14, 1997.)

2. (b) Form of letter agreement between National Australia Bank Limited and The Bank of New York relating to pre-release activities. (Incorporated by reference to Exhibit B(2) to the Registration Statement on Form F-6 (No. 333-7950) filed with the Securities and Exchange Commission on November 14, 1997.)

4. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.

5. Certification under Rule 466.

6. Power of Attorney.

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