

BUNZL PLC  
Form F-6  
October 01, 2013

As filed with the Securities and Exchange Commission on  
September 30, 2013

Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

BUNZL 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)

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

399 Park Avenue  
New York, New York 10043  
(877) 248 – 4237  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

President  
Bunzl Distribution USA, Inc.  
Bunzl Corporate Office  
One City Place Drive, Suite 200  
St. Louis, MO 63141  
(314) 997 – 5959  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:



The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the United States Securities and Exchange Commission (the "Commission"), acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus    |
|--|---|
| 1. Name of depositary and address of its principal executive office                                | Face of Receipt - Introductory Article.   |
| 2. Title of Receipts and identity of deposited securities  | Face of Receipt - Top Center.   |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one American Depositary Share                | Face of Receipt - Upper right corner.   |
| (ii) The procedure for voting, if any, the deposited securities                                    | Reverse of Receipt - Paragraphs (17) and (18).  |
| (iii) The collection and distribution of dividends   | Face of Receipt - Paragraph (8)<br>Reverse of Receipt - Paragraphs (15) and (17).           |
| (iv) The transmission of notices, reports and proxy soliciting material                            | Face of Receipt - Paragraph (14);<br>Reverse of Receipt - Paragraphs (17) and (18).         |
| (v) The sale or exercise of rights   | Reverse of Receipt - Paragraphs (15) and (18).  |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (3) and (6);<br>Reverse of Receipt - Paragraphs (15) and (19). |
| (vii) Amendment, extension or termination of the deposit agreement                                 | Reverse of Receipt - Paragraphs (23) and (24) (no provision for extensions).                |
| (viii) Rights of holders of Receipts to inspect the transfer books of the                          | Face of Receipt - Paragraph (14).   |

depository and the list of holders  
of American Depositary Shares

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| Item Number and Caption   | Location in Form of American<br>Depository Receipt (“Receipt”)<br>Filed Herewith as Prospectus              |
|---|---|
| (ix) Restrictions upon the right to deposit or<br>withdraw the underlying securities                        | Face of Receipt - Paragraphs (2), (3), (4), (6), (8), (9),<br>(10);<br>Reverse of Receipt - Paragraph (26). |
| (x) Limitation upon the liability of the depository   | Face of Receipt - Paragraph (8);<br>Reverse of Receipt - Paragraphs (15), (20) and (21).                    |
| 3. Fees and charges which may be imposed directly or<br>indirectly on holders of American Depository Shares | Face of Receipt - Paragraph (11);<br>Reverse of Receipt - Paragraph (26).                                   |
| Item 2. AVAILABLE INFORMATION   | Face of Receipt - Paragraph (14).   |

The Company publishes in English the information contemplated in Rule 12g3-2(b)(2)(i) under the United States Securities Exchange Act of 1934, as amended, on its internet website or through an electronic information delivery system generally available to the public in the Company’s primary trading market. As of the date hereof the Company’s internet website is [www.bunzl.com](http://www.bunzl.com). The information so published by the Company cannot be retrieved from the internet website of the Commission, and cannot be inspected or copied at the public reference facilities maintained by the Commission located (as of the date of the Second Amended and Restated Deposit Agreement) at 100 F Street, N.E., Washington, D.C. 20549.

PROSPECTUS

The prospectus consists of the proposed form of Receipt included as Exhibit A to the Form of Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Second Amended and Restated Deposit Agreement by and among BUNZL PLC, (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). \_\_\_ 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. \_\_\_ None.
- (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. \_\_\_ None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. \_\_\_ Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. \_\_\_ None.
- (f) Powers of Attorney. \_\_\_ Included in the signature pages of this Registration Statement.

Item 4.                   UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of American Depositary Shares, 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 amount of fees charged is 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 Share thirty (30) days before any change in the fee schedule.

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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 Second Amended and Restated Deposit Agreement, by and among BUNZL PLC, Citibank, N.A., as Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, 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 the 30th day of September, 2013.

Legal entity created by the Second Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive five (5) ordinary shares of BUNZL PLC.

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

By: /s/ Keith Galfo  
Name: Keith Galfo  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, BUNZL 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 to be signed on its behalf by the undersigned thereunto duly authorized, in London, England, on September 30, 2013.

BUNZL PLC

By: /s/ Michael Roney  
Name: Michael Roney  
Title: Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Roney, Brian May and Paul Hussey, and each of them severally, to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such 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 all documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. These powers of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on September 30, 2013.

| Signature                              | Title   |
|--|---|
| /s/ Philip Rogerson<br>Philip Rogerson | Chairman of the Board of Directors  |
| /s/ Michael Roney<br>Michael Roney     | Chief Executive Officer and Director<br>(Principal Executive Officer)         |
| /s/ Brian May<br>Brian May             | Finance Director<br>(Principal Financial and Principal Accounting<br>Officer) |
| /s/ Patrick Larmon<br>Patrick Larmon   | President and Chief Executive Officer, North<br>America                       |

| Signature                                    | Title                                     |
|--|---|
| /s/ Peter Johnson<br>Peter Johnson           | Senior Independent Non-Executive Director |
| /s/ David Sleath<br>David Sleath             | Non-Executive Director                    |
| /s/ Eugenia Ulasewicz<br>Eugenia Ulasewicz   | Non-Executive Director                    |
| /s/ Jean-Charles Pauze<br>Jean-Charles Pauze | Non-Executive Director                    |
| /s/ Meinie Oldersma<br>Meinie Oldersma       | Non-Executive Director                    |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of BUNZL PLC, has signed this Registration Statement or amendment thereto in London, England on September 30, 2013.

By: /s/ Patrick Larmon  
Name: Patrick Larmon  
Title: President and Chief Executive Officer,  
North America

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Index to Exhibits

| Exhibit | Document   | Sequentially<br>Numbered Page |
|---------|--|-------------------------------|
| (a)     | Form of Second Amended and Restated Deposit Agreement, by and among BUNZL PLC, Citibank, N.A., as Depositary, and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). |                               |
| (d)     | Opinion of counsel for the Depositary as to the legality of the securities to be registered.   |                               |