

SIGNET GROUP PLC  
Form F-6  
September 17, 2004

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As filed with the Securities and Exchange Commission on September 17, 2004

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 AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

### Signet 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)

### DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depositary as specified in its charter)

60 Wall Street  
New York, New York 10005  
(212) 250-9100

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

CT Corporation  
111 Eighth Avenue  
New York, New York 10011  
(212) -894-8940

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

*Copy to:*

Deutsche Bank Trust Company Americas  
Attention: ADR Department  
60 Wall Street,  
New York, New York 10005  
(212) 250-9100

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.

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CALCULATION OF REGISTRATION FEE

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<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Aggregate Price Per Unit*</b>	<b>Proposed Maximum Aggregate Offering Price**</b>	<b>Amount of Registration Fee</b>
American Depositary Shares, each representing thirty ordinary shares of Signet Group plc	50,000,000 ADSs	\$0.05	\$2,500,000	\$316.75

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Each unit represents one American Depositary Share.

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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 receipts evidencing American Depositary Shares.

**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 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**

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to the Registration Statement which is incorporated herein by reference.

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

**Cross Reference**

<b>Item Number and Caption</b>	<b>Location in Form of Receipt Filed Herewith as Prospectus</b>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of deposited	Face of Receipt, top center securities
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 13, 14 and 18
(iii) The collection and distribution of dividends	Articles number 4, 11, 13 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 9, 10, 13, 14, 16 and 18
(v) The sale or exercise of rights	Articles number 12, 13 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 11, 13, 15 and 18
(vii) Amendment, extension or termination of the deposit	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 16
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5 and 22
(x) Limitation upon the liability of the depositary	Articles number 12,18 and 21
3. Fees and Charges	Article number 15

**Item 2. AVAILABLE INFORMATION**

(b) Statement that Signet 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 at public reference facilities maintained by the Commission in Washington, D.C.

Article number 10

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement among Signet Group plc, Deutsche Bank Trust Company Americas, as successor depositary (the "Depositary"), and all owners and holders from time to time of American Depositary Receipts issued thereunder (the "Deposit Agreement") 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 counsel to the Depositary as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Not applicable.
- (f) **Power of Attorney.** Included as part of the signature pages hereto.

**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 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.

**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 London, on September 14, 2004.

Legal entity created by the agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares representing ordinary shares of Signet Group plc.

Deutsche Bank Trust Company Americas, As Depositary

By: /s/ JEFF MARGOLICK

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Name: Jeff Margolick  
Title: Vice President

By: /s/ CLARE BENSON

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Name: Clare Benson  
Title: Vice President

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**SIGNATURES**

Pursuant to the requirements of the Securities of 1933, Signet 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in London on September 17, 2004.

SIGNET GROUP PLC

By: /s/ WALKER BOYD

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Name: Walker Boyd  
Title: Group Finance Director  
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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below hereby constitutes and appoints Walker Boyd, James McAdam and Terry Burman and each of them severally his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of the said attorneys-in-fact and agents full power to act, with or without the others, and full power and authority to do and perform each and every act which such attorneys-in-fact and agents, or any one of them, may deem requisite and necessary or desirable to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on September 17, 2004.

Signature	Title
<u>/s/ JAMES MCADAM</u> James McAdam	Chairman of the Board of Directors
<u>/s/ TERRY BURMAN</u> Terry Burman	Group Chief Executive Officer and Director
<u>/s/ ROBERT BLANCHARD</u> Robert Blanchard	Director
<u>/s/ BROOKE LAND</u> Brooke Land	Director
<u>/s/ DALE HILPERT</u> Dale Hilpert	Director
<u>/s/ WALKER BOYD</u> Walker Boyd	Group Finance Director (Chief Financial Officer)
<u>/s/ RUSSELL WALLS</u> Russell Walls	Director



**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Signet Group plc has signed this Registration Statement on September 17, 2004.

Signet Group plc

By: /s/ TERRY BURMAN

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Name: Terry Burman  
Title: Group Chief Executive and Director  
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INDEX TO EXHIBITS

<b>Exhibit Number</b>		<b>Sequentially Numbered Page</b>
(a)	Form of Amended and Restated Deposit Agreement	
(d)	Opinion of counsel to the Depositary as to the legality of the securities to be registered.	

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PART I INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

Item 4. UNDERTAKINGS

SIGNATURES

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POWER OF ATTORNEY

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

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