

DIAGEO PLC  
Form 6-K  
February 04, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the month of** January 2015

**Commission File Number:** 001-10691

**DIAGEO plc**

*(Translation of registrant's name into English)*

**Lakeside Drive, Park Royal, London NW10 7HQ**

*(Address of principal executive offices)*

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F .....X..... Form 40-F .....

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Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .....

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): .....

List identifying information required to be furnished  
by Diageo plc pursuant to Rule 13a-16 or 15d-16 of  
The Securities Exchange Act 1934  
1 – 31 January 2015

**Information**                      **Required by/when**  
Public Announcements/Press The Stock Exchange, London

**Announcement**

Company announces total voting rights.  
(2 January 2015)

**Announcement**

Company notified of transactions in respect of the Diageo Share Incentive Plan and Ms Mahlan and persons discharging managerial responsibilities (PDMRs) inform the Company of their interests therein.

Dr Humer informs the Company of his beneficial interests.  
(12 January 2015)

**Announcement**

Company releases interim blocklisting review.  
(19 January 2015)

**Announcement**

Company notified of transactions in respect of the US Employee Stock Purchase Plan and Mr Menezes and PDMRs inform the Company of their beneficial interests therein.  
(22 January 2015)

**Announcement**

Company notified of transactions in respect of the US Employee Stock Purchase Plan and Ms Saller and Mr Schwartz, PDMRs, inform the Company of their beneficial interests therein.

(28 January 2015)

**Announcement**

Company announces its interim results for 6 months ended 31 December 2014.

(29 January 2015)

**Announcement**

Company announces total voting rights.  
(30 January 2015)



**SIGNATURES**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.**

**Diageo plc**

(Registrant)

Date: 4 February 2015 By: /s/ C Matthews

Name: C Matthews

Title: Assistant Company Secretary

TO: Regulatory Information Service

PR Newswire

RE: Paragraph 5.6.1 of the Disclosure and Transparency Rules

Diageo plc - Voting Rights and Capital

In conformity with Paragraph 5.6.1 of the Disclosure and Transparency Rules, Diageo plc (the "Company") would like to notify the market of the following:

The Company's issued capital consists of 2,754,258,478 ordinary shares of 28 101/108 pence each ("Ordinary Shares") with voting rights, which includes 239,860,271 Ordinary Shares held in Treasury.

Therefore, the total number of voting rights in the Company is 2,514,398,207 and this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure and Transparency Rules.

J Fahey

Senior Company Secretarial Assistant

02 January 2015

TO:Regulatory Information Service

PR Newswire

RE: PARAGRAPH 3.1.4 OF THE DISCLOSURE AND TRANSPARENCY RULES

The notifications listed below were all received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that:

1. It received notification on 12 January 2015 of the following allocations of ordinary shares of 28 101/108 pence each in the Company ("Ordinary Shares") under the Diageo Share Incentive Plan (the "Plan"), namely:

(i) the following director of the Company was allocated Ordinary Shares on 12 January 2015 under the Plan, by Diageo Share Ownership Trustees Limited (the "Trustee"):

Name of Director Number of Ordinary Shares

D Mahlan	10
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(ii) the following Persons Discharging Managerial Responsibilities ("PDMR") were allocated Ordinary Shares on 12 January 2015 under the Plan, by the Trustee:

Name of PDMR Number of Ordinary Shares

N Blazquez	10
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S Moriarty	10
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L Wood 9

The number of Ordinary Shares allocated comprises those purchased on behalf of the employee using an amount which the employee has chosen to have deducted from salary ("Sharepurchase") and those awarded to the employee by the Company ("Sharematch") on the basis of one Sharematch Ordinary Share for every two Sharepurchase Ordinary Shares.

The Sharepurchase Ordinary Shares were purchased and the Sharematch Ordinary Shares were awarded at a price per share of £18.39.



The Ordinary Shares are held by the Trustee and in the name of the Trustee. Sharepurchase Ordinary Shares can normally be sold at any time. Sharematch Ordinary Shares cannot normally be disposed of for a period of three years after the award date.

2. It received notification on 12 January 2015 that Dr FB Humer, a director of the Company, had purchased 451 Ordinary Shares on 12 January 2015 under an arrangement with the Company, whereby he has agreed to use an amount of £8,000 each month, net of tax, from his director's fees to purchase Ordinary Shares. Dr Humer has agreed to retain the Ordinary Shares while he remains a director of the Company.

The Ordinary Shares were purchased at a price per share of £18.39.

As a result of the above transactions, interests of directors and PDMRs in the Company's Ordinary Shares and American Depository Shares ("ADS")\* (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) are as follows:

Name of Director Number of Ordinary Shares

Dr FB Humer 57,287

D Mahlan 279,439 (of which 137,481 are held as ADS)\*

Name of PDMR Number of Ordinary Shares

N Blazquez 96,264

S Moriarty 41,857

L Wood 6,566

J Fahey

Senior Company Secretarial Assistant

12 January 2015

\*1 ADS is the equivalent of 4 Ordinary Shares.

SCHEDULE 5

BLOCK LISTING SIX MONTHLY RETURN

To: Listing Applications

The FCA

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are type

1. Name of company: Diageo plc

2. Name of scheme: Diageo (formerly Guinness) Executive Stock Option Scheme

3. Period of return: From 1 July 2014 to 31 December 2014

4. Number and class of share(s) (amount of stock/debt security) not issued under scheme 916,286

5. Number of shares issued/allotted under scheme during period: 0

6. Balance under scheme not yet issued/allotted at end of period 916,286

7. Number and class of share(s) (amount of stock/debt securities) originally listed and the date 1994) 5,500,000 (ref 2882)

of admission; 18,405,871 (1999)

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Please confirm total number of shares in issue at the end of the period in order for us to update our records  
2,754,258,478 (including 239,860,271 treasury shares)

Contact for queries: Address: Diageo plc, Lakeside Drive,  
Park Royal, London, NW10 7HQ

Name: Ash Syed Telephone: 020 8978 6000

Person making return Name: Jane Fahey  
Position: Senior Company Secretarial Assistant Signature: /s/ J Fahey

SCHEDULE 5

BLOCK LISTING SIX MONTHLY RETURN

To: Listing Applications

The FCA

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are type

1. Name of company: Diageo plc

2. Name of scheme: Diageo (formerly Guinness) International Sharesave Scheme

3. Period of return: From 1 July 2014 to 31 December 2014

4. Number and class of share(s) (amount of stock/debt security) not issued under scheme: 488,982

5. Number of shares issued/allotted under scheme during period: 0

6. Balance under scheme not yet issued/allotted at end of period 488,982

7. Number and class of share(s) (amount of stock/debt securities) originally listed and the date of admission; 4,250,000

Please confirm total number of shares in issue at the end of the period in order for us to update our records  
2,754,258,478 (including 239,860,271 treasury shares)

Contact for queries: Address: Diageo plc, Lakeside Drive,  
Park Royal, London, NW10 7HQ

Edgar Filing: DIAGEO PLC - Form 6-K

Name: Ash Syed Telephone: 020 8978 6000

Person making return Name: Jane Fahey  
Position: Senior Company Secretarial Assistant Signature: /s/ J Fahey

SCHEDULE 5

BLOCK LISTING SIX MONTHLY RETURN

To: Listing Applications

The FCA

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are type

1. Name of company: Diageo plc

2. Name of scheme: Diageo Associated Companies Share Option Plan (otherwise known as the Diageo Associated Companies Share Plan).

3. Period of return: From 1 July 2014 to 31 December 2014

4. Number and class of share(s) (amount of stock/debt security) not issued under scheme 264,961

5. Number of shares issued/allotted under scheme during period: 9,372

6. Balance under scheme not yet issued/allotted at end of period 255,589

10.03.03  
775,000

7. Number and class of share(s) (amount of stock/debt securities) originally listed and the date of admission; ordinary shares of 02.05.13  
300,000

28 101/108  
pence

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Please confirm total number of shares in issue at the end of the period in order for us to update our records  
2,754,258,478 (including 239,860,271 treasury shares)

Contact for queries: Address: Diageo plc, Lakeside Drive,  
Park Royal, London, NW10 7HQ

Name: Ash Syed Telephone: 020 8978 6000

Person making return Name: Jane Fahey  
Position: Senior Company Secretarial Assistant Signature: /s/ J Fahey



SCHEDULE 5

BLOCK LISTING SIX MONTHLY RETURN

To: Listing Applications

The FCA

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are type

1. Name of company: Diageo plc

2. Name of scheme: Grand Metropolitan Public Limited Company Executive Stock Option Scheme

3. Period of return: From 1 July 2014 to 31 December 2014

4. Number and class of share(s) (amount of stock/debt security) not issued under scheme 66,459

5. Number of shares issued/allotted under scheme during period: 0

6. Balance under scheme not yet issued/allotted at end of period 66,459

10.6.92

7. Number and class of share(s) (amount of stock/debt securities) originally listed and the date of admission; 15.1.02

1,288,978

Please confirm total number of shares in issue at the end of the period in order for us to update our records  
2,754,258,478 (including 239,860,271 treasury shares)

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Contact for queries: Address: Diageo plc, Lakeside Drive,  
Park Royal, London, NW10 7HQ

Name: Ash Syed Telephone: 020 8978 6000

Person making return Name: Jane Fahey  
Position: Senior Company Secretarial Assistant Signature: /s/ J Fahey

SCHEDULE 5

BLOCK LISTING SIX MONTHLY RETURN

To: Listing Applications

The FCA

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are type

1. Name of company: Diageo plc

2. Name of scheme: Grand Metropolitan Public Limited Company International Savings Related Share Option Scheme

3. Period of return: From 1 July 2014 to 31 December 2014

4. Number and class of share(s) (amount of stock/debt security) not issued under scheme 52,982

5. Number of shares issued/allotted under scheme during period: 0

6. Balance under scheme not yet issued/allotted at end of period 52,982

7. Number and class of share(s) (amount of stock/debt securities) originally listed and the date of admission; 9.2.96

Please confirm total number of shares in issue at the end of the period in order for us to update our records  
2,754,258,478 (including 239,860,271 treasury shares)

Contact for queries: Address: Diageo plc, Lakeside Drive,  
Park Royal, London, NW10 7HQ

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Name: Ash Syed Telephone: 020 8978 6000

Person making return Name: Jane Fahey  
Position: Senior Company Secretarial Assistant Signature: /s/ J Fahey

SCHEDULE 5

BLOCK LISTING SIX MONTHLY RETURN

To: Listing Applications

The FCA

25, The North Colonnade

Canary Wharf

London, E14 5HS

Please ensure the entries on this return are type

1. Name of company: Diageo plc

2. Name of scheme: Diageo plc Associated Companies Share Incentive Plan

3. Period of return: From 1 July 2014 to 31 December 2014

4. Number and class of share(s) (amount of stock/debt security) not issued under scheme 499,607

5. Number of shares issued/allotted under scheme during period: 30,572

6. Balance under scheme not yet issued/allotted at end of period 469,035

7. Number and class of share(s) (amount of stock/debt securities) originally ordinary shares of listed and the date of admission; 02.05.13  
500,000  
28 101/108  
pence

Please confirm total number of shares in issue at the end of the period in order for us to update our records  
2,754,258,478 (including 239,860,271 treasury shares)

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Contact for queries: Address: Diageo plc, Lakeside Drive,  
Park Royal, London, NW10 7HQ

Name: Ash Syed Telephone: 020 8978 6000

Person making return Name: Jane Fahey  
Position: Senior Company Secretarial Assistant Signature: /s/ J Fahey

TO: Regulatory Information Service

PR Newswire

RE: Paragraph 3.1.4 of the Disclosure and Transparency Rules

The notification listed below was received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification on 20 January 2015 that, in connection with the Company's US Employee Stock Purchase Plan (also known as the US Sharevalue Plan) (the "USESPP"), the following Director and Persons Discharging Managerial Responsibilities ("PDMRs") purchased, on 20 January 2015, American Depositary Shares ("ADS")\* as participants in the USESPP at a price of \$108.32 per ADS as follows:

Name of Director	Number of ADSs
I Menezes	30.77

Name of PDMR	Number of ADSs
A Gavazzi	184.64
S Saller	184.64
L Schwartz	184.64

As a result of these transactions, the interests of the Director and PDMRs in the Company's ordinary shares of 28 101/108 pence each ("Ordinary Shares") and ADS (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) are as follows:

Name of Director	No. of Ordinary Shares
I Menezes	715,117 (of which 622,119 held as ADS)

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Name of PDMR	No. of Ordinary Shares
A Gavazzi	63,125 (of which 35,442 held as ADS)

Name of PDMR	No. of ADS
S Saller	17,662
L Schwartz	26,309

J Fahey

Senior Company Secretarial Assistant

22 January 2015

\*1 ADS is the equivalent of 4 Ordinary Shares



TO: Regulatory Information Service

PR Newswire

RE: PARAGRAPH 3.1.4 OF THE DISCLOSURE AND TRANSPARENCY RULES

The notifications listed below were all received under Paragraph 3.1.2 of the Disclosure and Transparency Rules.

Diageo plc (the "Company") announces that it received notification on 27 January 2015 that the following Persons Discharging Managerial Responsibilities ("PDMR") were granted an estimated number of options to subscribe for American Depository Shares ("ADS")\* under the US Employee Stock Purchase Plan ("USESPP") as follows:

Name of PDMR	Estimated No of ADS	Grant price per granted ADS	Exercisable
S Saller	195	\$102.09	31 December 2015
L Schwartz	195	\$102.09	31 December 2015

The USESPP is a scheme operated in the USA and is similar to a UK tax-qualifying Save As You Earn share option scheme under which participation is extended on similar terms to all or most employees of the participating companies. The enrolment date was 4 September 2014 and the initial deductions were taken from January 2015 salaries. This is not a stock market transaction.

As a result of the above transactions, interests of PDMRs in the Company's Ordinary Shares and ADS (excluding options, awards under the Company's LTIPs and interests as potential beneficiaries of the Company's Employee Benefit Trusts) remain unchanged.

J Fahey

Senior Company Secretarial Assistant

28 January 2015

\*1 ADS is the equivalent of 4 Ordinary Shares.

*Interim results, six months ended 31 December 2014*  
*29 January 2015*

*A strong business improving in a challenging environment*

· **Organic net sales in the half were broadly flat (-0.1%) with volume down 1.9%. Performance improved in Q2**

· **Continued strong performance of reserve brands, up 10%, was a key driver of positive overall price/mix**

**Marketing spend was in line with net sales, as effective spend benefitted from procurement efficiencies worth 3% of total marketing investment**

· **Restructuring benefits drove operating margin improvement of 28bps with organic operating profit up 0.7%**

· **Free cash flow was £699 million, up £373 million on the first half last year**

**Eps before exceptional items was 53.7 pence per share, down 8.9 pence per share driven mainly by negative exchange impacts and lower income from associates and joint ventures**

**Interim dividend up 9% to 21.5 pence per share**

*Ivan Menezes, Chief Executive, commenting on the six months ended 31 December 2014*

"We have improved our performance during the half and we have again shown: the strength of our brands, which is driving our share gains; our strong innovation capability, which has enabled us to access new growth opportunities; and our focus on cost. We delivered the planned savings from our global efficiency programme together with procurement benefits in marketing spend which we have reinvested in our brands and we increased our investment in our routes to consumer while again expanding our margins.

We have already taken action to improve the performance of those brands and markets that have not performed as well as we would expect. This contributed to our stronger second quarter performance and I expect to maintain this momentum through the year.

The half saw Diageo acquire control of USL, putting us in the position to create an iconic leader in spirits in an attractive market. We have also reached agreement to acquire all of Don Julio, which will significantly strengthen our position in one of our fastest growing categories.

The quality of these results in a tough environment, with depletions ahead of shipments and improving cash flow, reinforce my confidence that Diageo can realise its full potential and deliver our performance ambition.”

**Ends**

#### **Foreign exchange movements relating to Venezuela**

From March 2014 the group has applied the Sicad II rate when consolidating operations in Venezuela. For the six months ended 31 December 2013 the consolidation rate of \$1=VEF9 was applied. The change in March 2014 was applied to the total reported operations for the nine months ended 31 March 2014 and subsequent periods. This change reduced the previously reported net sales and operating profit for the six months ended 31 December 2013 by £237 million and £183 million respectively. This reduction in net sales and operating profit was incorporated into Diageo’s results for the nine months ended 31 March 2014 and in the Q3 F14 IMS Diageo reported net sales decline of 7.4% for the nine months ended 31 March 2014.

*Unless otherwise stated, commentary refers to organic movements.*

**RESULTS SUMMARY**

Half year results, six months ended 31 December 2014

**Key financial information**

<b>Key performance indicators</b>		<b>First Half</b>	First Half
		<b>F15</b>	F14
Organic net sales growth	%	-	2
Organic operating margin improvement	basis points	<b>28</b>	37
Earnings per share before exceptional items	pence	<b>53.7</b>	62.6
Free cash flow	£ million	<b>699</b>	326
Return on average invested capital	%	<b>13.9</b>	17.8

<b>Other financial information</b>		<b>First Half</b>	First Half	<b>Organic</b>	<b>Reported</b>
		<b>F15</b>	F14	<b>growth</b>	<b>growth</b>
		<b>Reported</b>	Reported	%	%
Volume	EUm	<b>134.1</b>	84.3	(2)	59
Net sales	£ million	<b>5,900</b>	5,932	-	(1)
Marketing spend	£ million	<b>896</b>	903	-	(1)
Operating profit before exceptional items (a)	£ million	<b>1,839</b>	2,060	1	(11)
Operating profit (b)	£ million	<b>1,668</b>	2,040		(18)
Share of associates and joint ventures profit after tax	£ million	<b>113</b>	181		(38)