

BUNZL PLC  
Form F-6 POS  
August 08, 2007

**As filed with the Securities and Exchange Commission on August 8, 2007. Registration No. 333-9536**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**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)

**THE BANK OF NEW YORK**

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(Exact name of depositary 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 depositary's principal executive offices)

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> 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.

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

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

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Location in Form of Receipt  
Filed Herewith as Prospectus

Item Number and Caption

|  |   |
|--|---|
| 1.   | Introductory Article                    |
| Name and address of depositary   |   |
| 2.   | Face of Receipt, top center             |
| Title of American Depositary Shares and identity of deposited securities   |   |
| Terms of Deposit:  |   |
| (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  | Articles number 15, 16 and 18           |
| (iii) The collection and distribution of dividends   | Articles number 4, 12, 13, 15 and 18    |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15, 16, 17 and 18   |
| (v) The sale or exercise of rights   | Articles number 13, 14, 15 and 18       |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Articles number 12, 13, 15, 17 and 18   |
| (vii) Amendment, extension or termination of the deposit agreement   | 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 11                       |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary  | Articles number 14, 18, 21, 22 and 24   |
| 3. Fees and Charges  | Articles number 7 and 8                 |

Item - 2.

Available Information

|                                    |                   |
|------------------------------------|-------------------|
| Public reports furnished by issuer | Article number 11 |
|------------------------------------|-------------------|

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2007 among Bunzl plc, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - 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. See (a) above.

d.

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

e.

Certification under Rule 466. Not Applicable.

f.

Power of Attorney. Filed herewith as Exhibit 5.

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 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 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 depositary shares 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 Post-Effective Amendment No. 1 to 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 August 8, 2007.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Bunzl plc.

By:

The Bank of New York,

As Depositary

By:

/s/ Keith G. Galfo

Name: Keith G. Galfo

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Bunzl plc has caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of London, State of England, on August 8, 2007.

**BUNZL PLC**

By: /s/ Paul Nicholas Hussey

Name: Paul Nicholas Hussey

Title:

Company Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

**Signature**

Title

Date

A.J. Habgood\*

Chairman

May 16, 2007

A.J. Habgood

M.J. Roney\*

Chief Executive Officer

May 16, 2007

M.J. Roney

(Principal Executive Officer)

B.M. May\*

Finance Director

May 16, 2007

B.M. May

(Principal Financial and

Accounting Officer)

J.F. Harris\*

Senior Independent

May 16, 2007

J.F. Harris

Non-executive Director

C.A. Banks\*

May 16, 2007

C.A. Banks

Non-executive Director

P.L. Larmon\*

President and Chief Executive

May 16, 2007

P.L. Larmon

Officer, North America



U. Wolters\*

May 16, 2007

U. Wolters

Non-executive Director

P.W. Johnson\*

May 16, 2007

P.W. Johnson

Non-executive Director

\* By: /s/ Paul Nicholas Hussey

Name: Paul Nicholas Hussey

Title: Attorney-in-Fact

BUNZL USA HOLDINGS CORPORATION

By: Brian Michael May\*

Name: Brian Michael May

Title: Director

Authorized Representative in the United States

\* By: /s/ Paul Nicholas Hussey

Name: Paul Nicholas Hussey

Title: Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- |   |  |
|---|--|
| 1 | Form of Amended and Restated Deposit Agreement dated as of _____, 2007, among Bunzl plc, The Bank of New York as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. |
| 5 | Power of Attorney  |