

RYANAIR HOLDINGS PLC
Form 6-K
September 29, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 September 2015

RYANAIR HOLDINGS PLC
(Translation of registrant's name into English)

c/o Ryanair Ltd Corporate Head Office
Dublin Airport
County Dublin Ireland
(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.....

Indicate by check mark whether the registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange
Act of 1934.

Yes No ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant
in connection with Rule 12g3-2(b): 82- _____

RYANAIR HOLDINGS PLC

28 September, 2015

PUBLICATION OF CIRCULAR AND NOTICE OF EXTRAORDINARY GENERAL MEETING IN RESPECT OF
PROPOSED RETURN OF CASH

Ryanair, Europe's favourite airline, advises that it has today issued a Circular to Shareholders containing details of the proposed return to Shareholders of approximately €398 million, comprising the gross proceeds from the sale of its shares in Aer Lingus. The Circular includes notice of an Extraordinary General Meeting (to be held in Dublin on 22 October, 2015) at which the Resolutions necessary for the implementation of the Return of Cash will be considered and voted on.

The Return of Cash amounts to €0.2942 per Existing Ordinary Share and is being effected by means of a B Share scheme. This gives Shareholders (other than Restricted Shareholders and ADS Holders who will (subject to the passing of the Resolutions) receive the B Share Dividend) a choice as to the form in which they receive their proceeds from the Return of Cash - redemption proceeds (the Redemption Option) or dividend income (the B Share Dividend). Shareholders who are eligible to make an election but fail to do so will be deemed to have elected for the Redemption Option.

In order to try to maintain (subject to market fluctuations) the market price for Ordinary Shares at approximately the same level as immediately prior to the implementation of the Return of Cash, a Capital Reorganisation, entailing a Share Consolidation on the basis of 39 New Ordinary Shares for every 40 Existing Ordinary Shares, is also being proposed.

Further details of the Return of Cash and Capital Reorganisation is contained in the Circular.

Document Availability

Copies of the Circular and other documentation being issued in connection with the Return of Cash and Capital Reorganisation will be available on the Ryanair website at <http://investor.ryanair.com/>. Shareholder documentation has also been submitted to the Irish Stock Exchange and the UK National Storage Mechanism. These documents will therefore be available for inspection at <http://www.morningstar.co.uk/uk/NSM> and at the following address:

Companies Announcements Office
The Irish Stock Exchange
28 Anglesea Street
Dublin 2

Expected Timetable

The expected timetable of events in respect of the Extraordinary General Meeting, the Return of Cash and the Capital Reorganisation for Shareholders (excluding ADS Holders) and for ADS Holders is set out below.

These dates are given on the basis of the Board's current expectations and are subject to change. If any of the times or dates should change, the Company will give notice of the change by issuing an announcement by way of Regulatory Information Service. Details of any such revised times and/or dates will also be available on the Investor Relations section of the Company's website, <http://investor.ryanair.com/>.

TIMETABLE FOR SHAREHOLDERS (EXCLUDING ADS HOLDERS)

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| Event | Time and/or date (all references to time in this section are to Dublin time) |
|--|---|
| Date of issue of the Circular | 28 September, 2015 |
| Latest time and date for receipt of Form of Proxy for Extraordinary General Meeting | 8.30 a.m. on 20 October, 2015 |
| Entitlement to speak and vote at the Extraordinary General Meeting set by reference to the register of members of the Company | 6.00 p.m. on 20 October, 2015 |
| Extraordinary General Meeting | 8.30 a.m. on 22 October, 2015 |
| Latest time and date for dealings in Existing Ordinary Shares. Share register of Existing Ordinary Shares closed and Existing Ordinary Shares disabled | 4.30 p.m. on 27 October, 2015 |
| Capital Reorganisation Record Date | 6.00 p.m. on 27 October, 2015 |
| Ex-date in respect of the Capital Reorganisation | 28 October, 2015 |
| Admission of New Ordinary Shares to the Official Lists and to trading on the Irish Stock Exchange and London Stock Exchange's main markets for listed securities (Listing) | 8.00 a.m. on 28 October, 2015 |
| Dealings in New Ordinary Shares commence. | 8.00 a.m. (or as soon as possible thereafter) on 28 October, 2015 |
| New Ordinary Shares entered into CREST and CREST accounts credited with 'Interim CREST entitlements' in respect of B Shares | |
| Latest time and date for receipt of Forms of Election and USE Instructions in relation to the B Share Choices | 1.00 p.m. on 5 November, 2015 |
| Redemption of B Shares pursuant to the Redemption Option | 6.00 p.m. on 5 November, 2015 |
| B Share Dividend Record Time | 6.00 p.m. on 5 November, 2015 |
| B Share Dividend declared and becomes payable | 6.00 p.m. on 5 November, 2015 |
| B Shares automatically convert into Deferred Shares | |

6.00 p.m. on 5 November
2015
By 16 November, 2015

Despatch of New Ordinary Share certificates
Despatch of cheques in respect of the B Shares redeemed under the Redemption
Option
Despatch of cheques in respect of the B Share Dividend
Despatch of cheques in respect of the sale of fractional entitlements

Notes:

- (1) All events in the above timetable following the Extraordinary General Meeting are conditional upon approval by Shareholders of the Resolutions at the Extraordinary General Meeting. All events in the above timetable following Listing are conditional upon Listing becoming effective.
- (2) All references to time in this announcement are to time in Dublin, save where otherwise stated.

TIMETABLE FOR ADS HOLDERS

| Event | Time and/or date (save for the time of the EGM, all references to time in this section are to New York time) |
|---|---|
| Latest time and date for receipt of ADS Voting Card for Extraordinary General Meeting | 3.00 p.m. on 16 October, 2015 |
| Extraordinary General Meeting | |
| Extraordinary General Meeting | 8.30 a.m. on 22 October, 2015 |
| Latest time and date for dealing in Existing ADSs | 4.00 p.m. on 27 October, 2015 |

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| | |
|--|--|
| ADS Record Date for the ADS consolidation and entitlement to New ADSs and the B Share Dividend | 5.00 p.m. on 27 October, 2015 |
| Ex-date in respect of the ADS consolidation and entitlement to New ADSs and the B Share Dividend | 28 October, 2015* |
| ADS Effective Date for ADS consolidation | 28 October, 2015 |
| Entitlements to New ADSs credited to DTC. Dealings commence in New ADSs | 9.30 a.m. on 28 October, 2015 |
| Payment of net B Share Dividend to ADS Holders | On or about 27 November, 2015 |

*This represents an update on the date of 23 October, 2015 included for this purpose in the Circular as, subsequent to the Latest Practicable Date for the purposes of the Circular, NASDAQ advised they would adopt the same ex-entitlement date in respect of the ADSs as was adopted by the ISE and the LSE (being 28 October, 2015).

Notes:

(1) The B Share Dividend will be paid to ADS holders net of the Depository's fee of US\$0.02 per Existing ADS and any applicable expenses and taxes.

Defined terms used in this announcement have the same meaning as in the Circular issued by the Company dated 28 September, 2015.

ENDS

For further information

please contact:

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SIGNATURES

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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, hereunto duly authorized.

RYANAIR HOLDINGS PLC

Date: 29 September 2015

By: ___/s/ Juliusz Komorek___

Juliusz Komorek
Company Secretary