

BT GROUP PLC  
Form F-6 POS  
June 28, 2007

As filed with the U.S. Securities and Exchange Commission on June 28, 2007

Registration No. 333-14032

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT TO FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depositary Shares Evidenced by American Depositary Receipts**

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**BT Group plc**  
(Exact name of issuer of deposited securities as specified in its charter)

**Not applicable**  
(Translation of issuer's name into English)

**England and Wales**  
(Jurisdiction of incorporation or organization of issuer)

**JPMORGAN CHASE BANK, N.A.**  
(Exact name of depositary as specified in its charter)  
**4 New York Plaza, New York, NY 10004**  
**Telephone (212) 623-0636**

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

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**BT Americas Inc.**  
**1001 Connecticut Avenue NW, Ste**  
**720 Washington, DC 20036**  
**(202) 833-9543**  
**Attention: Kristen Verderame, Vice President and Chief Counsel**

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

*Copy to:*

**Scott A. Ziegler, Esq.**  
**Ziegler, Ziegler & Associates LLP**  
**570 Lexington Avenue, 44<sup>th</sup> Floor**  
**New York, New York 10022**  
**(212) 319-7600**

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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit (1)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ten ordinary shares of BT Group plc	N/A	N/A	N/A	N/A

(1) Each Unit represents 100 American Depositary Shares.

(2) 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 American Depositary Receipts evidencing American Depositary Shares.

**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 Amendment to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

(a)(2) **Form of Amendment to Deposit Agreement.** Form of Amendment to Deposit Agreement dated as of , 2007 among BT Group plc, Morgan Guaranty Trust Company of New York, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"), including the Form of American Depositary Receipt, is filed herewith as Exhibit (a)(2).

(e) **Certification under Rule 466.** Filed herewith as Exhibit (e).

(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 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 Receipt thirty days before any change in the fee schedule.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, 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 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on the 28th day of June , 2007.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as  
Depositary

By: /s/Melinda L. VanLuit  
Name: Melinda L. VanLuit  
Title: Vice President

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**SIGNATURES OF BT GROUP plc**

Pursuant to the requirements of the Securities Act 1933, as amended, the Registrant, BT Group plc, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6 and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, on the 27th day of June , 2007.

BT GROUP plc

By: / s /Alan Scott  
Alan Scott, Assistant Secretary

By: / s /Patricia Day  
Patricia Day, Assistant Secretary

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. In addition, each of the undersigned hereby constitutes and appoints Alan Scott and Patricia Day his or her true and lawful attorneys-in-fact, each acting alone, in his or her name and in the capacity indicated below, to sign any and all amendments and post-effective amendments and supplements to this Registration Statement, and including any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/ s /Christopher Bland Sir Christopher Bland	Chairman	June 27, 2007
/ s /Ben Verwaayen Ben Verwaayen	Chief Executive and Director (Principal Executive Officer)	June 27, 2007
/ s /François Barrault François Barrault	Director and Chief Executive - BT Global Services	June 27, 2007
/ s /Andy Green Andy Green	Director and Chief Executive Group Strategy and Operations	June 27, 2007
/ s /Hanif Lalani Hanif Lalani	Director and Group Finance Director (Principal Financial and Accounting Officer)	June 27, 2007
/ s /Ian Livingston Ian Livingston	Director and Chief Executive - BT Retail	June 27, 2007
Dr. Paul Reynolds	Director and Chief Executive - BT Wholesale	
/ s /Maarten van den Bergh Maarten van den Bergh	Deputy Chairman	June 27, 2007
Matti Alahuhta	Director	
/ s /Clayton Brendish Clayton Brendish	Director	June 27, 2007







**INDEX TO EXHIBITS**

Exhibit  
Number

Sequentially  
Numbered Page

(a)(2) Form of Amendment to Deposit Agreement.

(e) Rule 466 Certification