

BT GROUP PLC
Form 6-K
January 26, 2016

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

Date of Announcement: 26 January 2016

BT Group plc

(Translation of registrant's name into English)

BT Group plc
81 Newgate Street
London
EC1A 7AJ
England

(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-

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This announcement is an advertisement for the purposes of the Prospectus Rules of the UK Financial Conduct Authority (the "FCA") and not a prospectus and not an offer to sell, or a solicitation of an offer to subscribe for or to acquire, securities in the United States or in any other jurisdiction, including in or into the United States, Canada, Australia, Japan or South Africa. Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in connection with any offer or commitment whatsoever in any jurisdiction. A prospectus has been published on 26 January 2016 (the "Prospectus") by BT Group plc ("BT" or the "Company") in connection with the issuance of new ordinary shares in the Company (the "Consideration Shares") and the proposed admission of the Consideration Shares to the premium listing segment of the Official List of the FCA and to trading on the London Stock Exchange plc's main market for listed securities ("Admission"). A copy of the Prospectus is available from the Company's registered office at 81 Newgate Street, London EC1A 7AJ and online at <http://www.btplc.com/listings>, subject to applicable securities laws.

26 January 2016

BT GROUP PLC

Publication of Prospectus

BT is pleased to confirm that its prospectus dated 26 January 2016 (the "Prospectus") has today been approved by the UK Listing Authority and submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM. The Prospectus is also available on the Company's website: <http://www.btplc.com/listings>.

The Prospectus relates to the issue of 1,594,900,429 new ordinary shares (the "Consideration Shares") to T-Mobile Holdings Limited and Orange Telecommunications Group Limited (the "Sellers") as partial consideration for the purchase of EE Limited by BT from the Sellers (the "Acquisition"). Application has been made to the London Stock Exchange and the UK Listing Authority to list and admit the Consideration Shares with Admission expected to take place at 8:00 a.m. on 29 January 2016. All material conditions of the Acquisition have been satisfied save for

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Admission of the Consideration Shares and, as such, we expect completion of the Acquisition ("Completion") to occur on 29 January 2016.

BT is pleased to announce that Timotheus Höttges, the CEO of Deutsche Telekom AG, is to join the BT Board as a non-executive, non-independent director effective as at and conditional on Completion. In accordance with the terms of the Acquisition, Deutsche Telekom AG is entitled to nominate one non-executive director for appointment to the BT Board for so long as the Deutsche Telekom Group holds 10 per cent. or more of the issued share capital of BT.

Timotheus Höttges, born in 1962, has been Chief Executive Officer ("CEO") of Deutsche Telekom AG since January 2014. From 2009 until his appointment as CEO, he was a member of the Board of Management responsible for Finance and Controlling.

From 2006 to 2009 he was a member of the Board of Management responsible for the T-Home unit. In this position, he was in charge of fixed-network and broadband business, as well as integrated sales and service in Germany.

Mr. Höttges studied business administration at Cologne University, after which he spent three years with a business consulting company. At the end of 1992, he moved to the VIAG Group in Munich. He became divisional manager in 1997 and, later, a member of the extended management board responsible for controlling, corporate planning, and mergers and acquisitions.

ENDS

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For further information

Enquiries about this news release should be made to the BT Group Newsroom on its 24-hour number: 020 7356 5369. From outside the UK dial + 44 20 7356 5369. All news releases can be accessed at our web site: <http://www.btplc.com/News>

J.P. Morgan Cazenove

Edmund Byers

Hugo Baring

James Taylor

Tel: 020 7742 4000

About BT

BT's purpose is to use the power of communications to make a better world. It is one of the world's leading providers of communications services and solutions, serving customers in more than 170 countries. Its principal activities include the provision of networked IT services globally; local, national and international telecommunications services to its customers for use at home, at work and on the move; broadband, TV and internet products and services; and converged fixed/mobile products and services. BT consists principally of five customer-facing lines of business: BT Global Services, BT Business, BT Consumer, BT Wholesale and Openreach.

For the year ended 31 March 2015, BT Group's reported revenue was £17,979m with reported profit before taxation of £2,645m.

British Telecommunications plc (BT) is a wholly-owned subsidiary of BT Group plc and encompasses virtually all businesses and assets of the BT Group. BT Group plc is listed on stock exchanges in London and New York.

For more information, visit www.btplc.com.

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This announcement is an advertisement for the purposes of the Prospectus Rules of the FCA and not a prospectus and investors should not purchase or subscribe for any securities referred to in this announcement except on the basis of information in the Prospectus published by the Company in connection with Admission. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Copies of the Prospectus are available from the Company's registered office and online at: <http://www.btplc.com/listings>, subject to applicable securities laws.

The Consideration Shares and any other securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"). The Consideration Shares may not be offered or sold, and this Prospectus may not be distributed, directly or indirectly within the United States or to US Persons (as defined in Regulation S under the Securities Act). Neither the Securities Exchange Commission nor any state securities commission has approved or disapproved of the Consideration Shares or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

This Announcement has been issued by, and is the sole responsibility, of the Company. This Announcement is for information only and does not constitute an offer or invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities or investment advice in any jurisdiction in which such an offer or solicitation is unlawful, including without limitation, the United States, Australia, Canada, Japan or South Africa. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

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No person has been authorised to give any information or to make any representations other than those contained in this Announcement and, if given or made, such information or representations must not be relied on as having been authorised by the Company or J.P. Morgan Cazenove. Subject to the Listing Rules, the Prospectus Rules and the Disclosure and Transparency Rules, the issue of this Announcement shall not, in any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Announcement or that the information in it is correct as at any subsequent date.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

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 authorized.

BT Group plc
(Registrant)

By: /s/ Dan Fitz, Company Secretary

Dan Fitz, Company Secretary.

Date 26 January 2016