

AMVESCAP PLC/LONDON/
Form F-6EF
February 01, 2007

As filed with the Securities and Exchange Commission on February 1, 2007

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

AMVESCAP 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

(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)

The Bank of New York
ADR Division

One Wall Street, 29th 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. ☐

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing Ordinary Shares, Par Value \$0.10 each, of AMVESCAP PLC	50,000,000 American Depositary Shares	\$5.00	\$2,500,000	\$267.50

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of 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

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 13 and 14
(iii) The collection and distribution of dividends	Articles number 4, 5, 7, 12, 13, and 17
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 14, and 16
(v) The sale or exercise of rights	Articles number 12, 13 and 17
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 4, 5, 12 and 15
(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 16
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 1, 2, 3, 4 and 5

(x) Limitation upon the liability of the depositary

Article number 18

3. Fees and Charges

Article number 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 Deposit Agreement dated as of November 2, 1998, as further amended and restated as of November 8, 2000, among AMVESCAP PLC, The Bank of New York as Depositary, and all holders from time to time of American Depositary Receipts 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 herewith as Exhibit 4.

e.

Certification under Rule 466. - 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 ADRs, 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 ADR 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 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 February 1, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares, Par Value \$0.10 each, of AMVESCAP PLC.

By:

The Bank of New York,
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, AMVESCAP PLC has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Atlanta, Georgia on February 1, 2007.

AMVESCAP PLC

By: /s/ Loren M. Starr

Name: Loren M. Starr

Title: Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Kevin M. Carome and Loren M. Starr, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in

his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 1, 2007.

/s/ Martin L. Flanagan

Name: Martin L. Flanagan
Director

/s/ Loren M. Starr

Name: Loren M. Starr
Authorized U.S. Representative

/s/ Rex D. Adams

Name: Rex D. Adams
Director

/s/ David Hartley

Name: David Hartley
Principal Accounting Officer

/s/ James I. Robertson

Name: James I. Robertson
Director

/s/ Loren M. Starr

Name: Loren M. Starr
Principal Financial Officer

Name: J. Thomas Presby
Director

/s/ Martin L. Flanagan

Name: Martin L. Flanagan
Principal Executive Officer

/s/ Sir John Banham

Name: Sir John Banham
Director

Name: Edward Lawrence
Director

/s/ Robert H. Graham

Name: Robert H. Graham
Director

Name: Joseph R. Canion
Director

Name: Denis Kessler
Director

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
1	Form of Deposit Agreement dated as of November 2, 1998, as further amended and restated as of November 8, 2000, among AMVESCAP PLC, The Bank of New York as Depositary, and all holders from time to time of American Depositary Receipts issued thereunder.
4	Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.
5	Certification under Rule 466.