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BRITISH AIRWAYS PLC
Form F-6
December 06, 2005

As filed with the Securities and Exchange Commission on December 6, 2005
Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

BRITISH AIRWAYS Plc
(Exact name of issuer of deposited securities as specified in its charter)

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

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

388 Greenwich Street
New York, New York 10013
(212) 816-6763
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

CT Corporation System
111 Eighth Avenue (13th Floor)
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of
agent for service)

Copies to:

W. Jay Clayton III, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004

Herman H. Raspe, Esq.
Patterson, Belknap, Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

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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*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each representing ten (10) ordinary shares, nominal value 25 pence per share, of British Airways Plc	100,000,000	\$5.00	\$5,000,000.00

* Each unit represents 100 American Depositary Shares.

** 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 Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory sentence on face of receipt.
2. Title of Receipts and identity of deposited securities	Face of Receipt - Center and paragraph.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSs")	Face of Receipt - Upper right introductory paragraph.
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (12).
(iii) The collection and distribution of dividends	Face of Receipt- Paragraphs (4) Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraphs Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Face of Receipt - Paragraphs Reverse of Receipt - Paragraph
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (4) Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph (provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs	Face of Receipt - Paragraph (3)

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (4) Reverse of Receipt - Paragraph
(x) Limitation upon the liability of the Depositary	Reverse of Receipt - Paragraph
3. Fees and charges which may be imposed directly or indirectly on holders of ADSs	Face of Receipt - Paragraph (7)
Item 2. AVAILABLE INFORMATION	Face of Receipt - Paragraph (8)

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British Airways Plc (the "Company") is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's website (www.sec.gov), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549, and at the principal executive office of the Depositary.

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PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Second Amended and Restated Deposit Agreement, by and among British Airways Plc, Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners from time to time of American Depositary Receipts evidencing American Depositary Shares issued thereunder. -- Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
- (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. -- None.
- (d) Opinion of Counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of

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Receipts or ADSs, 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 amount of fees charged is 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 ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity proposed to be created by the Second Amended and Restated Deposit Agreement, by and among British Airways Plc, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Receipts evidencing American Depositary Shares issued thereunder, 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 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 1st day of December, 2005.

Legal entity proposed to be created by the Second Amended and Restated Deposit Agreement under which the American Depositary Receipts evidencing American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing ten (10) ordinary shares, nominal value 25 pence per share, of British Airways Plc.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Paul Martin

Name: Paul Martin
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, British Airways Plc 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 on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Aylesbury, England, on December 2, 2005.

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BRITISH AIRWAYS Plc

By: /s/ Alan Buchanan

Name: Alan Buchanan

Title: Company Secretary

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alan Buchanan to act as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all such capacities, to sign any and all amendments, including posteffective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities:

Signature

Title

/s/ Martin Broughton

Chairman

Martin Broughton

Date: December 2, 2005

/s/ William Walsh

Chief Executive/Executive Director

William Walsh

Date: December 2, 2005

/s/ John Rishton

Chief Financial Officer/Executive
Director

John Rishton

Date: December 2, 2005

/s/ Martin George

Commerical Director/Executive
Director

Martin George

Date: December 2, 2005

/s/ Maarten van der Bergh

Senior Independent Non-executive
Director

Maarten van der Bergh

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Date: December 2, 2005

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Signature

Title

/s/ Denise Kingmill

Non-executive Director

Denise Kingmill

Date: December 2, 2005

/s/ Chumpol NaLamlieng

Non-executive Director

Chumpol NaLamlieng

Date: December 2, 2005

/s/ Martin Read

Non-executive Director

Martin Read

Date: December 2, 2005

/s/ Alison Reed

Non-executive Director

Alison Reed

Date: December 2, 2005

/s/ Ken Smart

Non-executive Director

Ken Smart

Date: December 2, 2005

Non-executive Director

/s/ Baroness Symons

Baroness Symons

Date: December 2, 2005

Authorized Representative in the U.S.

/s/ Paul Jasinski

General Counsel Americas

Name: Paul Jasinski

Date: November 28, 2005

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Index to Exhibits

Exhibit

Document

Sequentially
Numbered Page

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- (a) Form of Second Amended and Restated Deposit Agreement by and among British Airways Plc, Citibank, N.A. and all Holders and Beneficial Owners from time to time of American Depositary Receipts evidencing American Depositary Shares issued thereunder
- (d) Opinion of Counsel to the Depositary as to the legality of the securities to be registrered