

DIAGEO PLC
Form F-6
February 24, 2011

As filed with the Securities and Exchange Commission on February 24, 2011. 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

DIAGEO 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 MELLON

(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 Mellon

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 |
|---|------------------------------------|---|---|---|
|---|------------------------------------|---|---|---|

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| | | | | | |
|---|-------------|-------------------------------|--------|--------------|------------|
| American Depositary Shares representing ordinary shares of Diageo plc | 200,000,000 | American Depositary Shares | \$5.00 | \$10,000,000 | \$1,161.00 |
|---|-------------|-------------------------------|--------|--------------|------------|

(1)

For the purpose of this table only the term "unit" is defined as 100 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 the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-8010).

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Third Amended and Restated 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. | Introductory Article |
| Name and address of depositary | |
| 2. | Face of Receipt, top center |
| Title of American Depositary Receipts and identity of deposited securities | |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Face of Receipt, upper right corner Depositary Receipts | |
| (ii) The procedure for voting, if any, the deposited securities | Articles number 15, 16 and 18 |
| (iii) The collection and distribution of dividends | Articles number 4, 12, 13, 15 and 18 |
| (iv) The transmission of notices, reports and proxy soliciting material | Articles number 11, 15, 16 and 18 |
| (v) The sale or exercise of rights | Articles number 13, 14, 15 and 18 |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18 |
| (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 11 |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Articles number 2, 3, 4, 5, 6, 8 and 22 |
| (x) Limitation upon the liability of the depositary | Articles number 14, 18, and 21 |
| 3. Fees and Charges | Articles number 7 and 8 |

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Third Amended and Restated Deposit Agreement dated as of _____, 2011 among Diageo plc, The Bank of New York Mellon, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of letter dated _____, 2011 from The Bank of New York Mellon to Diageo plc relating to pre-release activities. Filed herewith as Exhibit 2.

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. Not Applicable.

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 depositary shares, 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 depositary shares 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 24, 2011.

Legal entity created by the agreement for the issuance of depository shares representing ordinary shares of Diageo plc.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Diageo plc has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in London, England, on February 9, 2011.

DIAGEO PLC

By: /s/ PD Tunnacliffe

Name: PD Tunnacliffe

Title: Company Secretary

Each person whose signature appears below hereby constitutes and appoints each Director listed below and Paul Tunnacliffe (with full power to each of them to act alone), and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her 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 or her name and on his or her 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 or she 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 below by the following persons in the capacities indicated on February 9, 2011.

/s/ Paul S. Walsh

Executive Director (principal executive officer)

Paul S. Walsh

/s/ Deirdre Mahlan

Executive Director (principal financial and

Deirdre Mahlan

accounting officer)

/s/ Dr. Franz Humer

Director

Dr. Franz Humer

Director

Lord Hollick of Notting Hill

Director

Peggy Bruzelius

Director

Laurence Danon

/s/ Lord Davies of Abersoch

Director

Lord Davies of Abersoch

/s/ Betsy Holden

Director

Betsy Holden

/s/ Philip Scott

Director

Philip Scott

/s/ Todd Stitzer

Director

Todd Stitzer

/s/ Paul Walker

Director

Paul Walker

/s/ Bruce Proctor

Authorized Representative in the United States

Bruce Proctor

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INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- | | |
|---|---|
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| 2 | Form of letter dated _____, 2011 from The Bank of New York Mellon to Diageo plc relating to pre-release activities |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. |

