

WESTPAC BANKING CORP  
Form 6-K  
December 17, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

December 17, 2008

Commission File Number 1-10167

**WESTPAC BANKING CORPORATION**

(Translation of registrant's name into English)

**275 KENT STREET, SYDNEY, NEW SOUTH WALES 2000, AUSTRALIA**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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 Act of 1934.

Yes

No

If  is marked, indicate the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

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**Incorporation by Reference**

The information contained in this Report on Form 6-K shall be incorporated by reference in the prospectus relating to the Registrant's debt securities contained in the Registrant's Registration Statement on Form F-3 (File No. 333-153500), as such prospectus may be amended or supplemented from time to time.

**Completion of Placement**

The Registrant announced on December 16, 2008, that it issued 156,250,000 fully paid ordinary shares ( Shares ) at a price of A\$16.00 per Share to institutional and professional investors pursuant to the institutional placement referred to in the report on Form 6-K furnished to the SEC on December 8, 2008.

**Completion of Underwriting of Dividend Reinvestment Plan**

The Registrant announced today that it issued 53,567,061 Shares at a price of A\$16.55 per Share pursuant to an underwriting agreement, dated October 29, 2008, entered into with J.P. Morgan Australia Limited in respect of the 2008 final dividend referred to in the annual report on Form 20-F filed with the SEC for the fiscal year ended September 30, 2008.

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.

WESTPAC BANKING CORPORATION  
(Registrant)

Date: December 17, 2008

By: /s/ Manuela Adl  
Manuela Adl  
SVP & Chief Operating Officer