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PRUDENTIAL PLC
Form F-6
July 28, 2004

As Filed with the Securities and
Exchange Commission on July 28, 2004.

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

PRUDENTIAL PUBLIC LIMITED COMPANY

(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)

CITIBANK, N.A.

(Exact name of depositary as specified in its charter)

388 Greenwich Street, New York, N.Y. 10013

Telephone (212) 816-6763

(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

Jackson National Life Insurance Company

1 Corporate Way Lansing, MI 48951

Attn: General Counsel

Telephone (908) 203-2863

(Address, including zip code, and telephone number, including area code, of
agent for service)

Copies to:

Sebastian R. Sperber, Esq.
Cleary, Gottlieb, Steen & Hamilton
City Place House, 55 Basinghall Street
London EC2V 5EH, England

Sara Hanks
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019

It is proposed that this filing become effective under Rule 466

[] immediately upon filing

[] on (Date) at (Time)

If a separate statement has been filed to register the deposited shares,
check the following box. [X]

CALCULATION OF REGISTRATION FEE

| Title of each class of | Amount | Proposed maximum aggregate price per | Proposed m aggregate of |
|------------------------|--------|---|----------------------------|
|------------------------|--------|---|----------------------------|

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| Securities to be registered | to be registered | unit(1) | price |
|---|---|-------------|---------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one preference share of Prudential Public Limited Company (the "Shares"). | 50,000,000 American Depositary Shares | U.S. \$0.05 | U.S. \$ |

- (1) Each Unit represents one American Depositary Share.
- (2) 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 Receipts evidencing American Depositary Shares.
- (3) A registration fee of U.S. \$4,702,120 paid with respect to the Issuer's Registration Statement No. 333-57586, filed on March 26, 2001 and relating to 1,970,263,000 of the Issuer's ordinary shares which remain unsold, is being offset against the registration fee of \$316.75 which is currently due.

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

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

Item 1. Description of Securities to Be Registered

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|-------------------------|--|
| ----- | ----- |

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| | |
|--|---|
| (1) Name and address of depositary | Introductory Article |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) The procedure for voting, if any, the deposited securities | Paragraphs (16) and (17) |
| (iii) The collection and distribution of dividends | Paragraphs (9), (14) and (16) |
| (iv) The transmission of notices, reports and proxy soliciting material | Paragraphs (13), (14), (15), (16) and (17) |
| (v) The sale or exercise of rights | Paragraph (14), (16) and (18) |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (14) and (18) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (22) and (23) |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts | Paragraph (13) |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (2), (3), (4), (6), (9) and (13) |
| (x) Limitation upon the liability of the depositary | Paragraphs (19) and (20) |

(3) Fees and Charges Paragraph (4), (7) and (10)

Item 2. Available Information

| Item Number and Caption ----- | Location in Form of American Depositary Receipt Filed Herewith as Prospectus ----- |
|--|---|
| (a) Statement that Prudential Public Limited Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and accordingly files certain information with the Commission, and that such reports can be inspected by | Paragraph (13) |

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holders of American Depositary Receipts and copied at the public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W., Washington D.C. 20549.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Exhibits

(a) Form of Deposit Agreement. Form of the Deposit Agreement by and among Prudential Public Limited Company (the "Company"), Citibank, N.A. (the "Depositary") and all Holders and Beneficial Owners from time to time relating to the American Depositary Receipts registered hereunder, including the Form of American Depositary Receipt, is 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. 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. Not applicable.

(d) Opinion of counsel for the Depositary as to the legality of the securities being registered. Filed herewith as Exhibit (d).

(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 American Depositary Receipts, 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 American Depositary Receipt thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Citibank 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 July 28, 2004.

Legal entity created by the
agreement for the issuance of
American Depositary Receipts for
shares of Prudential Public
Limited Company

By: CITIBANK, N.A.,
as Depositary

By: /s/ Susanna Mancini
Name: Susanna Mancini
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Prudential plc certifies that it has reasonable grounds to believe that all of 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 London, England, on July 28, 2004.

PRUDENTIAL PLC

By: /s/ Jonathan Bloomer
Name: Jonathan Bloomer
Title: Group Chief Executive

Know all persons by these presents that each of the undersigned constitutes and appoints Jonathan Bloomer and Peter Maynard, jointly and severally, his or her true and lawful attorneys-in-fact and agents with full and several power of substitution, for and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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 they or he or she might or could do in person, hereby

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ratifying and confirming all that said attorneys-in-fact and agents, 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 July , 2004.

By: /s/ David Clementi
Name: David Clementi
Title: Chairman

By: /s/ Jonathan Bloomer
Name: Jonathan Bloomer
Title: Group Chief Executive, Executive Director

By: /s/ Philip Broadley
Name: Philip Broadley
Title: Group Finance Director, Executive Director

By: /s/ Clark Manning
Name: Clark Manning
Title: President and Chief Executive Officer--Jackson National Life,
Executive Director

By: /s/ Michael McLintock
Name: Michael McLintock
Title: Chief Executive--M&G, Executive Director

By: /s/ Mark Norbom
Name: Mark Norbom
Title: Chief Executive--Prudential Corporation Asia, Executive Director

By: /s/ Mark Wood
Name: Mark Wood
Title: Chief Executive--U.K. and European Operations, Executive Director

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By: _____
Name: Bart Becht
Title: Non-Executive Director

By: /s/ Bridget Macaskill
Name: Bridget Macaskill
Title: Non-Executive Director

By: /s/ Rob Rowley
Name: Rob Rowley
Title: Non-Executive Director

By: /s/ James Ross
Name: James Ross
Title: Non-Executive Director

By: /s/ Roberto Mendoza
Name: Roberto Mendoza
Title: Non-Executive Director

By: /s/ Kathleen O'Donovan
Name: Kathleen O'Donovan
Title: Non-Executive Director

By: /s/ Andrew Crossley
Name: Andrew Crossley
Title: Director, Group Finance and Risk

By: /s/ Thomas Meyer
Name: Thomas Meyer

(on behalf of Jackson National Life Insurance Company)

Title: Authorized Representative]

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INDEX TO EXHIBITS

| Exhibit Number | Sequentially Numbered Page |
|-------------------|-------------------------------|
|-------------------|-------------------------------|

(a) Form of Deposit Agreement.

(d) Opinion of Clifford Chance US LLP, United States counsel for the
Depositary, as to the legality of the securities being registered.
