

SIGNET GROUP PLC
Form F-6 POS
September 10, 2008

As filed with the Securities and Exchange Commission on September 10, 2008

Registration No. 333- 119099

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

Signet Group 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)

DEUTSCHE BANK TRUST COMPANY AMERICAS

(Exact name of depositary as specified in its charter)

60 Wall Street

New York, New York 10005

(212) 250-9100

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

CT Corporation

111 Eighth Avenue

New York, New York 10011

(212) -894-8940

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

Copy to:

Deutsche Bank Trust Company Americas

Attention: ADR Department

60 Wall Street,

New York, New York 10005

(212) 250-9100

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.

| Title of Each Class of Securities to be Registered | CALCULATION OF REGISTRATION FEE | | | Amount of Registration Fee |
|---|---------------------------------|---|---|----------------------------|
| | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit | Proposed Maximum Aggregate Offering Price | |
| American Depositary Shares, each representing ten ordinary shares of Signet Group plc | N/A | N/A | N/A | N/A |

Deregistration of unissued American Depositary Shares.

This Post-Effective Amendment to Registration Statement on Form F-6 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.

The offering made under this Registration Statement has been terminated. Accordingly, the registrant hereby de-registers all American Depositary Shares that were registered under this Registration Statement No. 333-119099, in respect of which no shares have been deposited with the depositary, and which therefore have not been, and will not be, issued.

**PART I
INFORMATION REQUIRED IN PROSPECTUS**

**PART II
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 3. EXHIBITS

- (a)(1) **Form of Deposit Agreement.** Form of Amended and Restated Deposit Agreement among Signet Group plc, Deutsche Bank Trust Company Americas, as successor depository (the “Depository”), and all owners and holders from time to time of American Depositary Receipts issued thereunder (the “Deposit Agreement”). Previously filed.
- (a)(2) **Form of Amendment to Deposit Agreement.** Form of Amendment No. 1 to Deposit Agreement among Signet Group plc, the Depository and all owners and holders from time to time of American Depositary Receipts issued thereunder. Previously filed.
- (b) **Any other agreement to which the Depository 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 Depository and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of counsel to the Depository as to the legality of the securities being registered.** Previously filed.
- (e) **Certification under Rule 466.** Filed herewith as Exhibit (e).
- (f) **Power of Attorney.** Previously filed or otherwise as filed as Exhibit (f) hereto.

Item 4. UNDERTAKINGS

- (a) The Depository hereby undertakes to make available at the principal office of the Depository 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 Depository 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 disclosed in the prospectus, the Depository 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 Depository 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, 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 Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of London, on September 10, 2008.

Legal entity created by the agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares representing ordinary shares of Signet Group plc.

Deutsche Bank Trust Company Americas,
As Depositary

By: /s/James Kelly
Name: James Kelly
Title: Vice President

By: /s/Chris Konopelko
Name: Chris Konopelko
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities of 1933, Signet Group 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 Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on September 10, 2008.

SIGNET GROUP PLC

| | |
|--------|------------------------|
| By: | /s/Walker Boyd |
| Name: | Walker Boyd |
| Title: | Group Finance Director |

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on September 10, 2008.

| <u>Signature</u> | <u>Title</u> |
|------------------------|--|
| Terry Burman | Group Chief Executive and Director (principal executive officer) |
| /s/Walker Boyd | Group Finance Director and Director (principal financial officer and principal accounting officer) |
| Sir Malcolm Williamson | Chairman of the Board of Directors |
| Mark Light | US Chief Executive and Director |
| Robert Anderson | Director |
| Robert Blanchard | Director |
| Dale W. Hilpert | Director |
| Lesley Knox | Director |
| Robert Walker | Director |
| Russell Walls | Director |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned has signed this Post-Effective Amendment to the Registration Statement, solely in the capacity of the duly authorized representative of Signet Group plc in the United States, on September 10, 2008.

By: *

Name: Terry Burman
Title: Chairman, Sterling Jewelers, Inc.

*By: /s/Walker Boyd
Name: Walker Boyd
Title: Attorney-in-Fact

Exhibit
Number

- (e) Rule 466 Certification
 - (f) Power of Attorney
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