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NEWS CORP LTD
Form F-6 POS
August 06, 2004

As filed with the Securities and Exchange Commission on August 6, 2004
Registration No. 333-111424

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

The News Corporation Limited
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

Australia
(Jurisdiction of incorporation or organization of issuer)

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

111 Wall Street
New York, New York 10043
(212) 657-5100
(Address, including zip code, and telephone number, including area code, of
depositary's principal executive offices)

Arthur Siskind, Esq.
News America Incorporated
1211 Avenue of the Americas
New York, New York 10036
(212) 852-7000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:
Jeffrey W. Rubin, Esq. Herman H. Raspe, Esq.

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Hogan & Hartson LLP
875 Third Avenue
New York, NY 10022

Patterson, Belknap, Webb & Tyler LLP
1133 Avenue of the Americas
New York, New York 10036

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 four (4) preferred limited voting ordinary shares, par value A\$ 0.50, per share, of The News Corporation Limited ("Company").	N/A	N/A	N/A

- * 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 receipts evidencing American Depositary Shares.

Registrant hereby amends this Post-Effective Amendment No. 1 to 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 Post-Effective Amendment No. 1 to Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Post-Effective Amendment No. 1 to Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Post-Effective Amendment No. 1 to 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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INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depository and address of its principal executive office	Face of Receipt - introductory
2. Title of Receipts and identity of deposited securities	Face of Receipt - top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share	Face of Receipt - upper right
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (13) and (14)
(iii) The collection and distribution of dividends	Face of Receipt - Paragraphs (9) and (10); Reverse of Receipt - Paragraphs (13) and (17)
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraphs (14), (16) and (21) Reverse of Receipt - Paragraphs (14), (16) and (21)

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(v) The sale or exercise of rights	Face of Receipt - Paragraphs (6) and (7); Reverse of Receipt - Paragraphs (13) and (21)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Reverse of Receipt - Paragraphs (13) and (15)
(vii) Amendment, extension or termination and of the deposit agreement	Reverse of Receipt - Paragraphs (13) and (21)
(viii) Rights of holders of Receipts to inspect	Face of Receipt - Paragraphs (13) and (21)

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the transfer books of the Depositary
and the list of holders of Receipts

(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraph (4), and (5); Reverse of Receipt - Paragraph
(x)	Limitation upon the liability of the Depositary	Face of Receipt - Paragraph Reverse of Receipt - Paragraph
3.	Fees and charges which may be imposed directly or indirectly on holders of Receipts	Face of Receipt - Paragraph
Item 2. AVAILABLE INFORMATION		Face of Receipt - Paragraph

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 inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W., (Room 1024), Washington D.C. 20549.

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PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Annex I to the Form of Amendment No. 1 to Amended and Restated Deposit Agreement filed as Exhibit (a)(ii) to this Post-Effective Amendment No. 1 to Registration Statement and incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a)(i) Amended and Restated Deposit Agreement, dated as of December 3, 1996, by and among The News Corporation Limited (the "Company"), Citibank, N.A., as the depositary (the "Depositary"), and all Holders from time to time of American Depositary Receipts issued thereunder (including form of the American Depositary Receipt ("ADR") to be issued thereunder) - Previously filed as Exhibit (a) to Form F-6 Registration Statement No. 333-10562 and incorporated herein by reference.

(a)(ii) Form of Amendment No. 1 to Amended and Restated Deposit Agreement, by and among the Company, the Depositary, all Holders from time to time of American Depositary Receipts issued thereunder, and (to the extent contemplated therein) certain Beneficial Owners of American Depositary Shares (the "Amendment") - Filed herewith as Exhibit (a)(ii)

(b)(i) Letter Agreement, dated as of November 25, 2003 between the Company and the Depositary - Previously filed as Exhibit (b)(1) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

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(b) (ii) Letter Agreement, dated as of November 25, 2003 between the Company and the Depositary - Previously filed as Exhibit (b) (2) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (i) Form of Restricted Securities Letter Agreement, between the Company, the Depositary and General Motors Corporation - Previously filed as Exhibit (c) (1) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (ii) Letter Agreement, dated as of October 15, 2003, between the Company, the Depositary, Liberty Media Corporation and Liberty NC XIII, INC - Previously filed as Exhibit (c) (2) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (iii) Letter Agreement, dated as of December 17, 2001, between the Company, the Depositary, News Publishing Australia Limited, Liberty Media Corporation, LMC International, Inc. and Citicorp Nominees Pty Limited - Previously filed as Exhibit (c) (3) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (iv) Letter Agreement, dated as of December 3, 2001 among the Company, the Depositary, and Liberty Media Corporation - Previously filed as Exhibit (c) (4) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(c) (v) Letter Agreement, dated as of December 3, 2001, among the Company, the Depositary, and Liberty Media Corporation - Previously filed as Exhibit (c) (5) to Form F-6 Registration Statement No. 333-111424.

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(c) (vi) Letter Agreement, dated July 15, 1999, between the Company and the Depositary - Previously filed as Exhibit (c) to Form F-6 Registration Statement No. 333-13420 and incorporated herein by reference.

(d) Opinion of Frettra M. Miller, counsel to the Depositary, as to the legality of the securities to be registered - Previously filed as Exhibit (d) to Form F-6 Registration Statement No. 333-111424 and incorporated herein by reference.

(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 signature pages to the Form F-6 Registration Statement No. 333-111424.

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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 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.

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(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 a 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, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement dated as of December 3, 1996, as proposed to be amended by Amendment No. 1 to Amended and Restated Deposit Agreement, by and among The News Corporation Limited, Citibank, N.A., as depositary, all Holders from time to time of American Depositary Receipts issued thereunder, and (to the extent contemplated therein) certain Beneficial Owners of American Depositary Shares, 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 No. 1 to 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 6th day of August, 2004.

Legal entity created by the Amended and Restated Deposit Agreement as proposed to be amended by Amendment No. 1 to Amended and Restated Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares ("ADSs"), each ADS representing four (4) preferred limited voting ordinary shares, of The News Corporation Limited.

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

By: /s/ Susanna Mancini

Name: Susanna Mancini
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, The News Corporation Limited 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 No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Australia on this 6th day of August, 2004.

The News Corporation Limited

By: /s/ Arthur M. Siskind

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Name: Arthur M. Siskind
Title: Executive Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the following capacities on August 6, 2004.

Signature -----	Title -----
* ----- K. Rupert Murdoch	Executive Director; Chairman and Chief Executive (Principal Executive Officer)
* ----- David F. DeVoe	Executive Director and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* ----- Chase Carey	Executive Director
* ----- Peter Chernin	Executive Director
* ----- Lachlan K. Murdoch	Executive Director
/s/ Arthur M. Siskind ----- Arthur M. Siskind	Executive Director and Authorized Representative in the United States

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* ----- Kenneth E. Cowley	Non-Executive Director
* ----- Andrew S.B. Knight	Non-Executive Director
* ----- Roderick I. Eddington	Non-Executive Director
* -----	Non-Executive Director

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Thomas J. Perkins

* Non-Executive Director

Stanley S. Shuman

* Non-Executive Director

Geoffrey C. Bible

Non-Executive Director

Peter Barnes

Non-Executive Director

Viet Dinh

Non-Executive Director

John L. Thornton

/s/ Arthur M. Siskind

*By Arthur M. Siskind as attorney-in-fact.

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Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (ii)	Form of Amendment No. 1 to Amended and Restated Deposit Agreement	