

UNILEVER PLC

Form F-6 POS

May 11, 2006

As filed with the Securities and Exchange Commission on May 11, 2006

Registration No. 333-131025

**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**

**UNILEVER PLC**

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

ENGLAND

(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.

(Exact name of depositary as specified in its charter)

388 Greenwich Street  
New York, New York 10013  
(212) 816-6763

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

Ronald M. Soiefer, Esq.  
Unilever United States, Inc.  
700 Sylvan Avenue  
Englewood Cliffs, NJ 07632  
(201) 894-4000

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

*Copies to:*

**Mark I. Greene, Esq.**  
**Cravath, Swaine & Moore LLP**  
**Worldwide Plaza**  
**825 Eighth Avenue**  
**New York, New York 10019**  
**(212) 474-1000**

**Patricia Brigantic, Esq.**  
**Citibank, N.A.**  
**388 Greenwich Street, 19th Floor**  
**New York, New York 10013**  
**(212) 816-0885**

It is proposed that this filing become effective under Rule 466:

o immediately upon filing.

p on May 19, 2006 at 5:30PM.

If a separate registration statement has been filed to register the deposited shares, check the following box o.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering	Proposed Maximum Aggregate	Amount of Registration
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		Price Per Unit*	Offering Price**	Fee
American Depositary Shares, to be represented by one (1) ordinary share, nominal value 3 1/9 pence per share, of Unilever PLC	N/A	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 such receipts evidencing such American Depositary Shares.

This Post-Effective Amendment No. 1 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.

PART I

INFORMATION REQUIRED IN PROSPECTUS

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

CROSS REFERENCE SHEET

<u>Item Number and Caption</u>	Principal Location of Information in Form of American Depositary Receipt ( Receipt )  <u>Filed Herewith as Prospectus</u>
1. Name of Depository and address of its principal executive office	<u>Face of Receipt</u> - Introductory Article
2. Title of Receipts and identity of deposited securities	<u>Face of Receipt</u> - Top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ( ADS )	<u>Face of Receipt</u> - Upper right corner
(ii) The procedure for voting, if any, the deposited securities	<u>Reverse of Receipt</u> Paragraphs (16) and (17)
(iii) The collection and distribution of dividends	<u>Reverse of Receipt</u> Paragraph (14).
(iv) The transmission of notices, reports and proxy soliciting material	<u>Face of Receipt</u> Paragraph (13); <u>Reverse of Receipt</u> Paragraph (16).
(v) The sale or exercise of rights	<u>Reverse of Receipt</u> Paragraphs (14) and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	<u>Face of Receipt</u> Paragraphs (3) and (6); <u>Reverse of Receipt</u> Paragraphs (14) and (18).
(vii) Amendment, extension or termination of the deposit agreement	<u>Reverse of Receipt</u> Paragraphs (22) and (23) (no provision for extensions).

(viii) Rights of holders of ADSs to inspect the transfer books of the depositary and the list of holders of ADSs	<u>Face of Receipt</u> Paragraph (13).
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	<u>Face of Receipt</u> Paragraphs (2), (3), (4), (6), (7), (9) and (10).
(x) Limitation upon the liability of the Depositary	<u>Face of Receipt</u> Paragraph (7); <u>Reverse of Receipt</u> Paragraphs (19) and (20).
(xi) Fees and charges which may be imposed directly or indirectly against holders of ADSs	<u>Face of Receipt</u> Paragraph (10).

**Item 2. AVAILABLE INFORMATION**

Face of Receipt Paragraph (13).

Unilever PLC (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 and other information can be retrieved from the Commission's website ([www.sec.gov](http://www.sec.gov)), and can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549, and at the principal executive office of the Depositary.

PROSPECTUS

THE PROSPECTUS CONSISTS OF THE PROPOSED FORM OF AMERICAN DEPOSITARY RECEIPT, ATTACHED AS EXHIBIT A 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 ON FORM F-6 AND IS 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 February 14, 2006, by and among, Unilever PLC (the Company), Citibank, N.A., as depositary (the Depositary), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder. Filed herewith as Exhibit (a)(i).

(a)(ii) Form of Amendment No.1 to Amended and Restated Deposit Agreement, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares issued thereunder. Filed herewith as Exhibit (a)(ii).

(b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereby or the custody of the deposited securities represented thereby. None.

(c) Every material contract relating to the deposited securities between the Depositary and the Company in effect at any time within the last three years. None.

(d) Opinion of counsel to the Depositary as to the legality of the securities to be registered.\*

(e) Certificate under Rule 466. Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company.\*

\* Previously filed and incorporated by reference to the Registration Statement on Form F-6 (Reg. No. 333-131025), filed with the Commission on January 13, 2006.

**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 ADSs, 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 amount 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 ADS thirty days before any change in the fee schedule.



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 February 14, 2006, as proposed to be amended by the Form of Amendment No.1 to Amended and Restated Deposit Agreement, by and among Unilever PLC, Citibank, N.A., as depositary, and the Holders and Beneficial Owners of American Depositary Shares issued thereunder, 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 10th day of May, 2006.

Legal entity created by the Amended and Restated Deposit Agreement, dated as of February 14, 2006, as proposed to be amended by the Form of Amendment No.1 to Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued each American Depositary Share to represent one (1) ordinary share nominal value of 3 1/9 pence per share, of Unilever PLC.

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

By: /s/ Susanna Ansala

\_\_\_\_\_  
Name: Susanna Ansala

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No.1 to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated on the 10th day of May, 2006.

**UNILEVER PLC**

By: /s/ Steve Williams  
\_\_\_\_\_

Name: Steve Williams

Title: Secretary

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No.1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 10, 2006.

<u>Name</u>	<u>Title</u>
* _____ Patrick Cescau	Group Chief Executive (Principal Executive Officer)
* _____ Rudy Markham	Chief Financial Officer (Principal Financial Officer)
* _____ Graeme Pitkethly	Chief Accountant (Principal Accounting Officer/Controller)
* _____ Antony Burgmans	Chairman, Non-Executive Director
* _____ Cornelis Job van der Graaf	Executive Director
* _____ Ralph Kugler	Executive Director
* _____ The Rt. Hon. The Lord Brittan of Spennithorn QC, DL	Non-Executive Director
* _____ The Rt. Hon. The Baroness Chalker of Wallasey	Non-Executive Director
* _____ Professor Wim Dik	Non-Executive Director

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Non-Executive Director

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The Lord Simon of Highbury CBE

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Non-Executive Director

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Jeroen van der Veer

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Non-Executive Director

Charles Golden

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Non-Executive Director

Byron Grote

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Non-Executive Director

Jean-Cyril Spinetta

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Non-Executive Director

Kornelis Storm

Authorized Representative in the United States

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Name: Ronald M. Soiefer  
Title: Senior Vice President, General  
Counsel and Secretary

\* By: /s/ Steve Williams

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Steve Williams  
Attorney in fact

Index to Exhibits

<u>Exhibit</u>	<u>Document</u>	<u>Sequentially Numbered Page</u>
(a)(i)	Amended and Restated Deposit Agreement	
(a)(ii)	Form of Amendment No.1 to Amended and Restated Deposit Agreement	
(e)	Certification under Rule 466	

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