

INTERCONTINENTAL HOTELS GROUP PLC /NEW/
Form F-6EF
April 15, 2015

As filed with the U.S. Securities and Exchange Commission on April 15, 2015

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

InterContinental Hotels 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)

JPMORGAN CHASE BANK, N.A.
(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12, New York, New York 10004
Telephone (800) 990-1135
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
Telephone: (212) 894 8440
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466
x immediately upon filing

on (Date) at (Time)

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 price per unit (1) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|-------------------------|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of InterContinental Hotels Group PLC | 50,000,000 | \$0.05 | \$2,500,000 | \$290.50 |

(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.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-131695

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the Second Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

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 |
|--|--|
| (1) Name and address of Depositary | Introductory paragraph and bottom of face of American Depositary Receipt |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt, top center |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, upper right corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (10) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (12) |
| (v) Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) and (13) |
| (vii) Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders | Paragraph (3) |

of ADRs

| | | |
|------|--|-----------------------------------|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), and (5) |
| (x) | Limitation upon the liability of the Depository | Paragraph (14) |
| (3) | Fees and Charges | Paragraph (7) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as Prospectus |
|---|--|
| (b) Statement that InterContinental Hotels Group PLC is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and accordingly files certain reports with the United States Securities and Exchange Commission and that such reports and other information may be inspected and copied through the Commission's EDGAR system or at public reference facilities maintained by the Securities and Exchange Commission. | Paragraph (8) |

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Second Amended and Restated Deposit Agreement. Form of Second Amended and Restated Deposit Agreement dated as of _____, 2015 among InterContinental Hotels Group PLC, JPMorgan Chase Bank, N.A., as depositary (the “Depositary”), and all holders from time to time of ADRs issued thereunder (the “Deposit Agreement”), 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 Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (e) _____ Certification under Rule 466. Filed herewith as Exhibit (e).

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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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A. on behalf of the legal entity created by the Deposit Agreement, 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 April 15, 2015.

Legal entity created by the form of Deposit Agreement
for the issuance of ADRs evidencing American
Depositary Shares

JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Gregory A. Levendis
Name: Gregory A. Levendis
Title: Executive Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, InterContinental Hotels 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned in England, thereunto duly authorized, on April 15, 2015.

InterContinental Hotels Group PLC

By: /s/ Richard Solomons
Name: Richard Solomons
Title: Director and Chief
Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard Solomons and Paul Edgecliffe-Johnson, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on April 15, 2015, in the capacities indicated.

SIGNATURES

| Signature | Title |
|--|--------------------------------------|
| /s/ Patrick Cescau Patrick Cescau | Non-Executive Chairman |
| /s/ Richard Solomons Richard Solomons | Chief Executive Officer and Director |
| /s/ Paul Edgecliffe-Johnson Paul Edgecliffe-Johnson | Chief Financial Officer and Director |

| | |
|--------------------------------------|------------------------|
| Tracy Robbins | Director |
| /s/ Ian Dyson Ian Dyson | Non-Executive Director |
| /s/ Jo Harlow Jo Harlow | Non-Executive Director |
| /s/ Jennifer Laing Jennifer Laing | Non-Executive Director |
| /s/ Luke Mayhew Luke Mayhew | Non-Executive Director |
| /s/ Jill McDonald Jill McDonald | Non-Executive Director |
| /s/ Dale Morrison Dale Morrison | Non-Executive Director |
| /s/ Ying Yeh Ying Yeh | Non-Executive Director |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of InterContinental Hotels Group PLC has signed this Registration Statement in the City of Atlanta, State of Georgia, on April 15, 2015.

Authorized U.S. Representative

By: /s/ Gina Speck
Name: Gina Speck
Title: SVP & Chief
Financial Officer,
The Americas,
Intercontinental Hotel Group
PLC

INDEX TO EXHIBITS

Exhibit
Number

- (a) Form of Deposit Agreement.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities to be registered.
- (e) Rule 466 Certification