

Lloyds Banking Group plc  
Form F-6EF  
January 20, 2010

**As filed with the Securities and Exchange Commission on January 20, 2010. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**LLOYDS BANKING GROUP PLC**

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

**N/A**

(Translation of issuer's name into English)

Scotland

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

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One Wall Street New York, N.Y. 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

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

Copies to:

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

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**

| <b>Title of each class of<br/>Securities to be registered</b> | <b>Amount to be<br/>registered</b> | <b>Proposed maximum<br/>aggregate price per<br/>unit <sup>(1)</sup></b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price <sup>(1)</sup></b> | <b>Amount of<br/>registration<br/>fee</b> |
|---|------------------------------------|---|---|---|
| American Depositary Shares<br>representing ordinary shares of | 200,000,000                        |   |   |   |

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|                          |                               |        |              |          |
|--------------------------|-------------------------------|--------|--------------|----------|
| Lloyds Banking Group plc | American<br>Depository Shares | \$5.00 | \$10,000,000 | \$713.00 |
|--------------------------|-------------------------------|--------|--------------|----------|

(1)

For the purpose of this table only the term "unit" is defined as 100 American Depository Shares.

- # -

The prospectus consists of the proposed form of American Depository Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

- # -

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u>  | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|---|---|
| 1.  | Introductory Article  |
| Name and address of depositary  |   |
| 2.  | Face of Receipt, top center   |
| Title of American Depositary Receipts and identity of deposited securities  |   |
| Terms of Deposit:   |   |
| (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts | corner  |
| (ii) The procedure for voting, if any, the deposited securities   | Articles number 15, 16 and 18                                       |
| (iii) The collection and distribution of dividends  | Articles number 4, 12, 13, 15 and 18                                |
| (iv) The transmission of notices, reports and proxy soliciting material   | Articles number 11, 15, 16 and 18                                   |
| (v) The sale or exercise of rights  | Articles number 13, 14, 15 and 18                                   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                          | Articles number 12, 13, 15, 17 and 18                               |
| (vii) Amendment, extension or termination of the deposit agreement  | Articles number 20 and 21   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts    | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities   | Articles number 2, 3, 4, 5, 6, 8 and 22                             |
| (x) Limitation upon the liability of the depositary   | Articles number 14, 18, 21 and 26                                   |
| 3. Fees and Charges   | Articles number 7 and 8   |

Item - 2.

Available Information

- # -

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Amended and Restated Deposit Agreement dated as of November 17, 2008, as amended, among Lloyds Banking Group plc (formerly known as Lloyds TSB Group plc), The Bank of New York Mellon, as Depositary, and all Owners and holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - 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. See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

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 depositary shares, 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 depositary shares thirty days before any change in the fee schedule.

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 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 January 20, 2010.

Legal entity created by the agreement for the issuance of depositary shares representing ordinary shares of Lloyds Banking Group plc.

By:

The Bank of New York Mellon,

As Depositary

By:

/s/ Joanne F. Di Giovanni

Name: Joanne F. Di Giovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Lloyds Banking Group plc has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in London, England, on January 20, 2010.

**LLOYDS BANKING GROUP PLC**

By: /s/ J. Eric Daniels

Name: J. Eric Daniels

Title: Group Chief Executive

Each person whose signature appears below hereby constitutes and appoints Mr. J.E. Daniels, Mr. A.G. Kane, Mr. G.T. Tate, Mrs. H.A. Weir and Mr. T.J.W. Tookey, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, 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 below by the following persons in the capacities indicated on January 20, 2010.

/s/ Sir Winfried Bischoff

Chairman and Director

Name: Sir Winfried Bischoff

/s/ Lord Leitch

Deputy Chairman and Senior Independent Director

Name: Lord Leitch



/s/ J. Eric Daniels

Group Chief Executive and Director

Name: J. Eric Daniels

(principal executive officer)

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Director

Name: Helen A. Weir

/s/ G. Truett Tate

Director

Name: G. Truett Tate

/s/ Martin A. Scicluna

Director

Name: Martin A. Scicluna

/s/ Sir Julian Horn-Smith

Director

Name: Sir Julian Horn-Smith

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Director

Name: Wolfgang C.G. Berndt

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Director

Name: Archie G. Kane

/s/ Tim J.W. Tookey

Group Finance Director and Director

Name: Tim J.W. Tookey

(principal financial and accounting officer)

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Director

Name: T. Timothy Ryan, Jr.

/s/ Anthony Watson

Director

Name: Anthony Watson

/s/ Kevin McKendry

Authorized Representative in the United States

Name: Kevin McKendry

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

- |   |  |
|---|--|
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| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.   |
| 5 | Certification under Rule 466.  |

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