

VODAFONE GROUP PUBLIC LTD CO

Form 6-K

September 09, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rules 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934**

Dated September 9, 2013

Commission File Number: 001-10086

**VODAFONE GROUP  
PUBLIC LIMITED COMPANY**  
(Translation of registrant's name into English)

VODAFONE HOUSE, THE CONNECTION, NEWBURY, BERKSHIRE, RG14 2FN, ENGLAND  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_\_\_

No ☒ \_\_\_\_

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

This Report on Form 6-K contains a news release dated 9 September 2013 entitled UPDATE ON VODAFONE OFFER FOR KABEL DEUTSCHLAND .

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9 September 2013

## **UPDATE ON VODAFONE OFFER FOR KABEL DEUTSCHLAND**

### **KEY HIGHLIGHTS**

- Deadline to tender into the offer is Wednesday, 11 September 2013, 24.00 hours (Frankfurt am Main local time)
- All offer terms and conditions remain unchanged and will not be amended
- Merger clearance required by the European Commission only

### **OFFER EXPIRY**

Vodafone reminds all shareholders in Kabel Deutschland Holding AG ( KDH ) that the acceptance period of the voluntary public takeover offer (the Offer ) for KDH by Vodafone Vierte Verwaltungs AG (formerly Vodafone Vierte Verwaltungsgesellschaft mbH), a subsidiary of Vodafone Group Plc ( Vodafone ), ends on Wednesday, 11 September 2013, 24.00 hours (Frankfurt am Main local time). Accordingly, Vodafone urges all shareholders who have not tendered to date to do so as the Offer will lapse if the 75% minimum acceptance condition is not met by then. There will not be any additional acceptance period should the 75% acceptance condition not be met by Wednesday, 11 September 2013.

Please note that financial intermediaries, custodian banks or brokers may have individually set earlier deadlines for their receipt of acceptance instructions in order to process these properly and in time. Vodafone, therefore, advises KDH shareholders to contact their financial intermediaries, custodian banks or brokers as soon as possible to clarify the applicable deadline by which tender instructions need to be submitted.

## **OFFER TERMS**

Vodafone confirms that all terms and conditions of the Offer remain unchanged and will not be amended, including inter alia the Offer price and the minimum acceptance condition for the Offer of 75%.

KDH shareholders who have not yet accepted the Offer can tender their shares for the Offer price of EUR 84.50 per KDH share in cash. If the settlement of the Offer occurs prior to the day on which the general meeting of KDH shareholders resolves on the EUR 2.50 proposed dividend for the financial year ending 31 March 2013, the Offer consideration will automatically be increased by EUR 2.50 per KDH share to EUR 87.00 per KDH share.

## **MERGER CLEARANCE**

Germany's Federal Cartel Office (Bundeskartellamt) ( FCO ) confirmed to Vodafone that it would not request the European Commission to refer the Offer to the FCO for its approval, and the deadline for making such request expired on Friday, 6 September 2013.

The European Commission is expected to complete its Phase I review of the Offer by Friday, 20 September 2013.

Enquiries:

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**The Offer is subject to the full terms and conditions set out in the offer document.**

**Disclaimer**

This announcement is for information purposes only and does not constitute an invitation to make an offer to sell KDH shares. This announcement does not constitute an offer to purchase KDH shares and is not for the purposes of Vodafone making any representations or entering into any other binding legal commitments.

An offer to purchase shares in KDH will be solely made by the offer document published by Vodafone Vierte Verwaltungsgesellschaft mbH (now called Vodafone Vierte Verwaltungs AG) on 30 July 2013 and is exclusively subject to its terms and conditions. The terms and conditions contained in the offer document may differ from the general information described in this announcement.

KDH shareholders are strongly recommended to read the offer document and any related documents since they will contain important information, and to seek independent advice, where appropriate, in order to reach an informed decision in respect of the content of the offer document and with regard to the voluntary public offer for KDH.

The Offer will be issued exclusively under the laws of the Federal Republic of Germany, especially under the German Securities Acquisition and Takeover Act ( Takeover Act ) and the Regulation on the Content of the Offer Document, Consideration for Takeover

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Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer ( Takeover Offer Regulation ) and certain applicable provisions of U.S. securities law. The Offer will not be executed according to the provisions of jurisdictions (including the jurisdictions of Australia and Japan) other than those of the Federal Republic of Germany and certain applicable provisions of U.S. securities law. Thus, no other announcements, registrations, admissions or approvals of the Offer outside the Federal Republic of Germany have been filed, arranged for or granted. The KDH Shareholders cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than such provisions of the Federal Republic of Germany. Any contract that is concluded on the basis of the Offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

Vodafone has not approved the publication, sending, distribution, or dissemination of this announcement or any other document associated with the Offer by third parties outside the Federal Republic of Germany. Neither Vodafone nor persons acting in concert with Vodafone within the meaning of Section 2 para. 5 sentence 1 and sentence 3 of the Takeover Act are in any way responsible for the compliance of the publication, sending, distribution, or dissemination of this announcement or any other document associated with the Offer by a third party outside of the Federal Republic of Germany to any jurisdiction with legal provisions other than those of the Federal Republic of Germany.

**The release, publication or distribution of this announcement in certain jurisdictions other than the Federal Republic of Germany may be restricted by law. Persons who are not resident in the Federal Republic of Germany or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.**

**If you are a resident of the United States, please read the following:**

The Offer is intended to be made in the United States in reliance on, and compliance with, Section 14(e) of the US Securities Exchange Act of 1934 (the Exchange Act ) and Regulation 14E thereunder, as exempted thereunder by Rule 14d-1(d).

In accordance with the intended Offer, Vodafone, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in KDH outside the Offer during the period in which the Offer remains open for acceptance. If such purchases or arrangements to purchase are made they will be made outside the United States and will comply with applicable law, including the Exchange Act.

**Goldman Sachs International / UBS**

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting for Vodafone and no one else in connection with the Offer and will not be responsible to anyone other than Vodafone for providing the protections afforded to clients of Goldman Sachs International, or for giving advice in connection with the Offer or any matter referred to herein.

UBS, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting for Vodafone and no one else in connection with the Offer and will not be responsible to anyone other than Vodafone for providing the protections afforded to clients of UBS, or for giving advice in connection with the Offer or any matter referred to herein.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

VODAFONE GROUP  
PUBLIC LIMITED COMPANY  
(Registrant)

Dated: September 9, 2013

By: /s/ R E S MARTIN  
Name: Rosemary E S Martin  
Title: Group General Counsel and Company

Secretary