

VODAFONE GROUP PUBLIC LTD CO

Form 6-K

November 10, 2004

Form 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

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

Dated November 10, 2004

VODAFONE GROUP

PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

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 ☐

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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 SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN EACH OF AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-110941) AND THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-81825) OF VODAFONE GROUP PUBLIC LIMITED COMPANY AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

Explanatory Note: This Form 6-K contains the following news releases (the News Releases) issued by Vodafone Group Plc (Vodafone):

News release, issued on September 15, 2004 and filed with the Commission on Form 6-K on September 16, 2004, entitled SIR JOHN BOND TO BECOME NON-EXECUTIVE DIRECTOR OF VODAFONE ; and

News release, issued and filed with the Commission on Form 6-K on October 1, 2004, entitled CHANGE IN US GAAP ACCOUNTING FOR INTANGIBLE ASSETS NO IMPACT ON VODAFONE S RESULTS UNDER UK GAAP .

The News Releases are being filed with the Commission at this time on Form 6-K to incorporate this Form 6-K and the News Releases into Amendment No. 1 to the Registration Statement on Form F-3 (File No. 333-110941) of Vodafone.

15 September 2004

SIR JOHN BOND TO BECOME NON-EXECUTIVE DIRECTOR OF VODAFONE

Vodafone Group Plc (Vodafone) announces that Sir John Bond has accepted an invitation to join the Board of Vodafone and that he will become a Non-Executive Director on 1 January 2005.

Commenting on the appointment, Lord MacLaurin of Knebworth DL, Chairman of Vodafone, said I am delighted that John is joining Vodafone. He brings with him many years of experience and a track record of success in international markets, particularly in Asia and the Americas. His financial skills, as well as his knowledge of issues facing a global business, will be of great benefit to the Board and I hope John will be with us for many years.

Sir John Bond, knighted for services to banking in 1999, aged 63, is Group Chairman of HSBC Holdings plc; HSBC has a presence in 76 countries around the world. He has spent 25 years working in Asia, in Hong Kong, Thailand, Singapore and Indonesia, and 5 years working in the USA. He became Group Chief Executive in 1993 and was appointed Group Chairman in 1998.

In addition to his role at HSBC, Sir John is a Non-Executive Director of the Ford Motor Company.

With effect from 1 January 2005, the composition of the Board of Vodafone will be:

Lord MacLaurin - Chairman

Arun Sarin - Chief Executive

Paul Hazen - Deputy Chairman

Peter Bamford - Chief Marketing Officer

Thomas Geitner - Chief Technology Officer

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Sir Julian Horn-Smith - Group Chief Operating Officer

Ken Hydon* - Financial Director

Sir John Bond - Non-Executive Director

Dr Michael Boskin - Non-Executive Director

Lord Broers - Non-Executive Director

John Buchanan - Non-Executive Director

Penny Hughes - Non-Executive Director

Sir David Scholey* - Non-Executive Director

Professor Jürgen Schrempp - Non-Executive Director

Luc Vandavelde - Non-Executive Director

*Retiring at AGM in 2005

- ends -

For further information:

Vodafone Group

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1 October 2004

**CHANGE IN US GAAP ACCOUNTING FOR INTANGIBLE ASSETS NO IMPACT ON
VODAFONE'S RESULTS UNDER UK GAAP**

On 29 September 2004 the Staff of the United States Securities and Exchange Commission (SEC) announced new guidance in the interpretation of accounting principles generally accepted in the United States (US GAAP) in relation to accounting for intangible assets.

The new SEC guidance will not affect the presentation of Vodafone Group Plc's (Vodafone) results or the carrying values of any assets under UK GAAP (or, in the future, under IFRS).

Historically, under US GAAP, Vodafone has assigned to mobile licences the residual purchase price in business combinations in excess of the fair values of all assets and liabilities other than mobile licences and goodwill. This approach has been on the basis that mobile licences were indistinguishable from goodwill.

For US GAAP purposes only, the adoption of the new SEC guidance will now require Vodafone to distinguish between mobile licences and goodwill. However, the new guidance does not permit the amount historically recorded as mobile licences to be subsequently reallocated between mobile licences and goodwill.

Therefore, the adoption of this new guidance is likely to result in a reduction in the carrying value of Vodafone's equity accounted investment in Verizon Wireless under US GAAP. Vodafone is currently assessing the impact of this change in interpretation.

Any resulting reduction in the carrying value of Vodafone's investment in Verizon Wireless under US GAAP would not be as a result of a change in Vodafone's view of the financial prospects of Verizon Wireless.

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Notes to editors:

For US GAAP reporting, Vodafone and certain other telecom and media companies have historically used the residual method to assign values to licences in business combinations and, since the adoption of FASB Statement No. 142 *Goodwill and Other Intangibles Assets* (Statement 142), in impairment testing of indefinite lived intangible assets. Under the residual method, Vodafone has assigned to mobile licences the residual purchase price in business combinations in excess of the fair values of all assets and liabilities other than mobile licences.

In their announcement, the SEC Staff stated that the residual method of accounting for intangible assets should no longer be used. The new guidance requires a direct method of valuation where assets are valued separately and without reference to other assets or liabilities. For Vodafone's US GAAP reporting the new guidance is effective immediately for business combinations and will be effective no later than 1 April 2005 for impairment testing of assets previously tested using the residual method. Vodafone currently anticipates any impact will be accounted for within its US GAAP results for the year ending 31 March 2005.

On transition to the new rules, the guidance requires Vodafone to carry its indirect interest in the Verizon Wireless licences at the lower of the current carrying value and the fair value of the licences determined using a direct valuation method. Any reduction in value would be recorded, net of tax, as a cumulative effect of change in accounting principle and not as a restatement of prior periods.

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: November 10, 2004

By: /s/	S R SCOTT
Name:	Stephen R. Scott
Title:	Company Secretary