

VODAFONE GROUP PUBLIC LTD CO

Form 6-K

February 20, 2009

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 of
the Securities Exchange Act of 1934
Dated 20 February 2009
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 of 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): ☐

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 SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN EACH OF THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-144978), THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-81825) AND THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-149634) 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PUBLIC LIMITED COMPANY AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

CAPITALIZATION AND INDEBTEDNESS

The following table sets out our called up share capital, and the borrowings and indebtedness of Vodafone, its consolidated subsidiaries and share of joint ventures, referred to as the Group, as at September 30, 2008.

	At September 30, 2008 £ (in millions)
Borrowings and Indebtedness	
Short-term borrowings	5,783
Short-term derivative financial instruments *	90
Total short-term borrowings	5,873
 Long-term borrowings	 23,665
Long-term derivative financial instruments *	180
Total long-term borrowings	23,845
 Total borrowings and indebtedness	 29,718
 Share Capital	
Called up share capital (52,489,890,006 ordinary shares allotted, issued and fully paid)	4,152
Share premium account	43,005
Own shares held	(8,093)
Additional paid-in capital	100,145
Capital redemption reserve	10,102
Accumulated other recognized income and expense	10,407
Retained losses	(83,346)
 Total equity and shareholders' funds	 76,372
 Total Capitalization and Indebtedness	 106,090

* Certain mark to market adjustments on financing instruments are included within

derivative
financial
instruments, a
component of
trade and other
payables

- (1) At
September 30,
2008, all
borrowings and
indebtedness are
unsecured,
except for
indebtedness in
respect of
Vodafone Essar
of
INR101 billion
and Vodafone
Holdings SA Pty
Limited of
ZAR6.7 billion.
- (2) At
September 30,
2008, the Group
had contingent
indebtedness
relating to
outstanding
guarantees,
performance
bonds and other
contingent
indebtedness
items totaling
£547 million.
- (3) As at
September 30,
2008, the Group
had cash and
cash equivalents
of £1,134 million
and trade and
other receivables
which comprise
certain mark to
market
adjustments on

financing
instruments of
£869 million,
giving total net
borrowings and
indebtedness of
£27,715 million.

- (4) On October 23,
2008, Vodafone
issued 10 million
of 5.15% notes
with a maturity
of October 23,
2009.
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- (5) On October 30, 2008, Vodafone issued 140 million of 5.035% notes with a maturity of October 30, 2009.
- (6) On November 6, 2008, Vodafone issued 10 million of 4.95% notes with a maturity of November 6, 2009.
- (7) On November 6, 2008, Vodafone announced it had agreed to acquire an additional 15% stake in Vodacom Group (Proprietary) Limited (Vodacom Group) from Telkom SA Limited for a cash consideration of ZAR22.5 billion less the pro rata consolidated attributable net debt of Vodacom Group of approximately ZAR1.55 billion. The transaction will increase Vodafone s shareholding in Vodacom Group from 50% to 65%. This

transaction has
not yet closed.

- (8) On November 17, 2008, Vodafone issued 6.5 million of 5.035% notes with a maturity of October 30, 2009.
- (9) On November 24, 2008, Vodafone issued 25 million of 4.322% notes with a maturity of November 24, 2009.
- (10) On November 24, 2008, Vodafone issued 4 million of 4.306% notes with a maturity of September 24, 2009.
- (11) On November 25, 2008, Vodafone issued 2.5 million of 4.271% notes with a maturity of November 25, 2009.
- (12) On November 26, 2008, Vodafone issued £450 million of 8.25% notes with a maturity of November 26, 2018.
- (13) On November 27, 2008, Vodafone issued 12.3 million of 5.150% notes with a maturity of October 23,

2009.

- (14) On November 27, 2008, Vodafone issued 40 million of 4.273% notes with a maturity of November 27, 2009.
- (15) On December 1, 2008 Vodafone issued 50 million zero coupon notes with a maturity of December 1, 2028.
- (16) On December 4, 2008 Vodafone issued 1 billion of 6.875% notes with a maturity of December 4, 2013.
- (17) On December 12, 2008, Vodafone issued £100 million of 4.625% notes with a maturity of September 8, 2014.
- (18) On December 18, 2008, Vodafone announced that it had completed the acquisition of an additional 4.8% stake in Polkomtel S.A. for a total consideration of 177m.
- (19) On January 12, 2009, Vodafone issued

£100 million of
4.625% notes
with a maturity of
September 8,
2014.

(20) On January 15,
2009, Vodafone
issued
1.25 billion of
6.25% notes with
a maturity of
January 15, 2016.

(21) On January 28,
2009, Vodafone
Europe B.V.
announced that
the recommended
offer of SEK 12
in cash per share
to the
shareholders in
Wayfinder
Systems AB
(publ) had been
accepted by
shareholders
holding
16,295,612
shares,
representing
approximately
81.75% of the
total number of
shares and votes.
In addition,
Vodafone had
acquired
3,266,420 shares
in the

market and in private transactions, representing approximately 16.39% of the total number of shares and votes. Vodafone intends to initiate compulsory acquisition proceedings under the Swedish Companies Act, in order to acquire the remaining shares. Vodafone also intends to have the shares de-listed from the NGM Equity and may acquire further shares in the open market or in private transactions.

- (22) The Group's outstanding US and euro commercial paper, reported under short-term borrowings in the above table, increased by US\$651 million, and £14 million and decreased by 95 million and JPY698 million between September 30, 2008 and February 4, 2009.
- (23) On 9 February 2009, Vodafone and Hutchison Telecommunications (Australia) Limited

announced an agreement to merge their telecommunications businesses in Australia (Vodafone Australia Limited and Hutchison 3G Australia Pty Limited). Vodafone and Hutchison Telecommunications (Australia) Limited will have an equal ownership of 50% in the joint venture, which will be renamed VHA Pty Limited. VHA Pty Limited will market its products and services under the Vodafone brand, but will retain exclusive rights to use the 3 brand in Australia during the transition period and thereafter. To equalize the value difference between the respective businesses, Vodafone will receive a deferred payment of A\$500 million from VHA Pty Limited.

- (24) On February 19, 2009, Vodafone issued £325 million of 4.625% notes with a maturity of September 8, 2014.
- (25) Other than the changes mentioned in the above footnotes and changes due to movements in foreign exchange rates, there has been

no material change in
the capitalization and
indebtedness of the
Group since
September 30, 2008.

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: February 20, 2009

By/s/ S R Scott
Name Stephen R. Scott
Title Group General Counsel and Company Secretary