

RYANAIR HOLDINGS PLC

Form F-6EF

February 20, 2007

As filed with the Securities and Exchange Commission on February 20, 2007

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 Depository Shares Evidenced by American Depositary Receipts

of

**RYANAIR HOLDINGS PLC**

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

**N/A**

(Translation of issuer's name into English)

**Republic of Ireland**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depository as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

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

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29th 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<br/>of Securities to be<br/>registered</b>   | <b>Amount to be<br/>registered</b>                    | <b>Proposed<br/>maximum aggregate<br/>price per unit <sup>(1)</sup></b> | <b>Proposed<br/>maximum aggregate<br/>offering price <sup>(1)</sup></b> | <b>Amount of<br/>registration<br/>fee</b> |
|---|---|---|---|---|
| <b>American Depositary<br/>Shares evidenced by<br/>American Depositary<br/>Receipts, each American<br/>Depositary Share<br/>representing Ordinary<br/>Shares of the Nominal<br/>Value .635 Euro Cents<br/>each, of Ryanair Holdings<br/>Plc</b> | <b>100,000,000<br/>American<br/>Depositary Shares</b> | <b>\$5.00</b>   | <b>\$5,000,000</b>  | <b>\$535.00</b>                           |

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

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of 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. Name and address of depositary   | Introductory Article  |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center 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 16, 17 and 19                                       |
| (iii) The collection and distribution of dividends  | Articles number 4, 13, 14, 16 and 19                                |
| (iv) The transmission of notices, reports and proxy soliciting material   | Articles number 12, 16, 17 and 19                                   |
| (v) The sale or exercise of rights  | Articles number 14, 15, 16 and 19                                   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                          | Articles number 13, 14, 16, 18 and 19                               |

- (vii) Amendment, extension or termination of the deposit Articles number 21 and 22 agreement
- (viii) Rights of holders of Receipts to inspect the transfer books Article number 12 of the depositary and the list of holders of Receipts
- (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6, 8 and underlying securities 24
- (x) Limitation upon the liability of the depositary Articles number 15, 19, 20 and 22

3. Fees and Charges Articles number 7 and 8  
Item - 2.

Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Deposit Agreement dated as of May 29, 1997, as amended and restated as of February 28, 2000, as amended and restated as of May 16, 2001, and as further amended and restated as of February 12, 2007, among Ryanair Holding plc, The Bank of New York as Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Letter agreement among Ryanair Holdings plc and The Bank of New York relating to pre-release activities. Filed herewith as Exhibit 2.

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) and (b) 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 ADRs, 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 ADR 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 February 20, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares of the Nominal Value .635 Euro Cents each of Ryanair Holdings plc.

By:

The Bank of New York,  
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Ryanair Holdings plc has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Dublin, Ireland on February 20, 2007.

Ryanair Holdings plc

By: /s/ James Callaghan  
Name: James Callaghan  
Title: Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 20, 2007.

/s/ David Bonderman  
Name: David Bonderman  
Director

/s/ Howard Millar  
Name: Howard Millar  
Principal Financial Officer and Principal  
Accounting Officer

/s/ T. Anthony Ryan  
Name: T. Anthony Ryan  
Director

/s/ Michael O. Leary  
Name: Michael O. Leary  
Principal Executive Officer

/s/ Michael Horgan  
Name: Michael Horgan  
Director

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Name: Emmanuel Faber  
Director

/s/ Kyran McLaughlin  
Name: Kyran McLaughlin  
Director

/s/ Klaus Kirchberger  
Name: Klaus Kirchberger  
Director

/s/ James Osborne  
Name: James Osborne  
Director

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Name: Paolo Pietrogrande  
Director

AUTHORIZED U.S. REPRESENTATIVE

THE BANK OF NEW YORK

As Authorized U.S. Representative

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

INDEX TO EXHIBITS

Exhibit  
Number

Exhibit

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2



Letter agreement among Ryanair Holdings plc and The Bank of New York relating to pre-release activities.

- 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.