

GENETIC TECHNOLOGIES LTD
Form F-6EF
September 12, 2012

As filed with the Securities and Exchange Commission on September 12, 2012

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

of

GENETIC TECHNOLOGIES LIMITED

(ACN 009 212 328)

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

N/A

(Translation of issuer's name into English)

THE STATE OF WESTERN AUSTRALIA, THE COMMONWEALTH OF AUSTRALIA

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

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

The Bank of New York Mellon

ADR Division

One Wall Street, 11th 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:

Brian D. Obergfell, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3032

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

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
American Depositary Shares, each American Depositary Share representing Ordinary Shares of Genetic Technologies Limited.	100,000,000 American Depositary Shares	\$5.00	\$5,000,000	\$573.00

¹ For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares. **The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.**

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

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depository	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right 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	Article number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article number 11

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(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 19 and 21

3. Fees and Charges
Articles 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. Form of Deposit Agreement dated as of January 14, 2002, among Genetic Technologies Limited, The Bank of New York as Depositary, and all Owners and Beneficial Owners 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 ADSs, 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 ADS 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 September 11, 2012.

Legal entity created by the agreement for the issuance of American Depositary Shares for Ordinary Shares of Genetic Technologies Limited.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, GENETIC TECHNOLOGIES LIMITED has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Melbourne, Victoria, Australia on September 11, 2012.

GENETIC TECHNOLOGIES LIMITED

By: /s/ Dr. Melvyn J. Bridges

Name: Dr. Melvyn J. Bridges

Title: Chairman of the Board

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 September 11, 2012.

/s/ Dr. Melvyn J. Bridges
Dr. Melvyn J. Bridges
Chairman of the Board

/s/ Dr. Paul D.R. MacLeman
Dr. Paul D.R. MacLeman
Chief Executive Officer
(Chief Executive Officer)

/s/ Huw D. Jones
Huw D. Jones
Non-Executive Director

/s/ Thomas G. Howitt
Thomas G. Howitt
Chief Financial Officer and Company Secretary
(Chief Financial Officer and Chief Accounting Officer)

/s/ Dr. Malcolm R. Brandon
Dr. Malcolm R. Brandon
Non-Executive Director

/s/ Tommaso Bonvino
Tommaso Bonvino
Non-Executive Director

/s/ Dr. Mervyn Cass
Dr. Mervyn Cass
Non-Executive Director

AUTHORIZED U.S.
REPRESENTATIVE

PUGLISI &
ASSOCIATES
as Authorized U.S.
Representative

By/s/ Donald J. Puglisi
Donald J. Puglisi
Managing Director

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.

