

WESTPAC BANKING CORP  
Form 6-K  
May 27, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

May 21, 2014

Commission File Number 1-10167

**WESTPAC BANKING CORPORATION**

(Translation of registrant's name into English)

**275 KENT STREET, SYDNEY, NEW SOUTH WALES 2000, AUSTRALIA**

(Address of principal executive office)

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  x

Form 40-F  o

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):  o

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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 Act of 1934.

Yes  No

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

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**Incorporation by Reference**

The exhibits attached to this Report on Form 6-K shall be incorporated by reference in Westpac Banking Corporation's (the Registrant) Registration Statement on Form F-3 (File No. 333-185478).

**Index to Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement, dated as of May 14, 2014 by and among the Registrant, Citigroup Global Markets Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated. |
| 4.1                | Eleventh Supplemental Indenture (including the forms of the Securities), dated as of May 21, 2014 between the Registrant and The Bank of New York Mellon, as trustee.   |
| 5.1                | Opinion of Debevoise & Plimpton LLP.  |
| 5.2                | Opinion of King & Wood Mallesons.   |
| 23.1               | Consent of Debevoise & Plimpton LLP (contained in Exhibit 5.1).   |
| 23.2               | Consent of King & Wood Mallesons (contained in Exhibit 5.2).  |

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 authorized.

WESTPAC BANKING CORPORATION  
(Registrant)

Date: May 27, 2014

By:

/s/ Sean Crellin  
Sean Crellin  
Director, Legal