

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PUBLIC LIMITED COMPANY AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.**

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**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.

	<b>At September 30, 2008 £ (in millions)</b>
<b>Borrowings and Indebtedness</b>	
Short-term borrowings	5,783
Short-term derivative financial instruments *	90
Total short-term borrowings	<b>5,873</b>
Long-term borrowings	23,665
Long-term derivative financial instruments *	180
Total long-term borrowings	<b>23,845</b>
Total borrowings and indebtedness	<b>29,718</b>
<b>Share Capital</b>	
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	<b>76,372</b>
<b>Total Capitalization and Indebtedness</b>	<b>106,090</b>

\* 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

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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.

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**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