

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form CB/A
April 27, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form CB

TENDER OFFER/RIGHTS OFFERING

NOTIFICATION FORM

(AMENDMENT NO. 6)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

| | |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering) | <input type="radio"/> |
| Securities Act Rule 802 (Exchange Offer) | <input type="radio"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer) | <input type="radio"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input checked="" type="radio"/> |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="radio"/> |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="radio"/> |

ETRADE Australia Limited

(Name of Subject Company)

Not Applicable

(Translation of subject company's name into English (if applicable))

Australia

(Jurisdiction of Subject Company's Incorporation or Organization)

Australia and New Zealand Banking Group Limited

(Name of Person(s) Furnishing Form)

Ordinary Shares

(Title of Class of Subject Securities)

N/A

(CUSIP Number of Subject Securities)

John Priestley

Company Secretary

Australia and New Zealand Banking Group Limited

Level 6

**100 Queen Street
Melbourne, Victoria 3000 Australia
Telephone: (011) (613) 9273-6141**

with a copy to

**John E. Estes
Sullivan & Cromwell
Level 32, 101 Collins Street
Melbourne, Victoria 3000, Australia
Telephone: (011) (613) 9635-1500**

On March 14, 2007
(Date Tender Offer is to Commence)

Part I Information Sent to Security Holders

1. Home Jurisdiction Documents.

(a) Not applicable.

(b) Australia and New Zealand Banking Group Limited (ANZ) lodged a Bidder s Statement for the ordinary shares of ETRADE Australia Limited with the Australian Securities and Investments Commission on March 2, 2007, which ANZ filed with the Securities and Exchange Commission on Form CB on March 7, 2007.

On March 14, 2007, ANZ lodged an announcement with the Australian Stock Exchange titled ANZ Takeover Bid for E*TRADE Australia Dispatch of Bidder s Statement (which included the typeset version of the Bidder s Statement and included certain dates relating to the offer), which ANZ filed with the Securities and Exchange Commission on Form CB (AMENDMENT NO. 1) on March 16, 2007.

On April 10, 2007, ANZ lodged an announcement with the Australian Stock Exchange titled ANZ offer for E*TRADE Australia extended (which included a letter that was being sent to E*TRADE Australia shareholders together with the Notice of Variation extending the offer period and providing the new date for giving notice on the status of conditions of the offer), which ANZ filed with the Securities and Exchange Commission on Form CB (AMENDMENT NO. 3) on April 11, 2007.

2. Informational Legends.

Not applicable.

Part II Information Not Required to be Sent to Security Holders

A list of ANZ announcements relating to the offer that were lodged with the Australian Stock Exchange up to the date immediately prior to the date the Bidder s Statement was lodged with the Australian Securities and Investments Commission (March 2, 2007) was set out on the original Form CB that ANZ filed with the Securities and Exchange Commission on March 7, 2007.

A list of further ANZ announcements relating to the offer that were lodged with the Australian Stock Exchange on March 9, 2007 and March 14, 2007 was set out on the Form CB (AMENDMENT NO. 1) that ANZ filed with the Securities and Exchange Commission on March 16, 2007.

An announcement titled ANZ maintains \$4.05 bid for E*TRADE Australia that was lodged with the Australian Stock Exchange on March 23, 2007 was set out on the Form CB (AMENDMENT NO. 2) that ANZ filed with the Securities and Exchange Commission on March 26, 2007.

An announcement titled ANZ offer for E*TRADE Australia extended that was lodged with the Australian Stock Exchange on April 10, 2007 was set out on the Form CB (AMENDMENT NO. 3) that ANZ filed with the Securities and Exchange Commission on April 11, 2007.

Three announcements titled ANZ increases E*TRADE Australia offer to \$4.30 with scrip alternative; declares offer final and unconditional , Takeover Bid for ETRADE Australia Limited ASX Market Rule 20.3.1 On-market purchases during Offer Period , and ANZ s stake in E*TRADE Australia rises to 42.6% respectively that were lodged with the Australian Stock Exchange on April 23, 2007, were set out on the Form CB (AMENDMENT NO. 4) that ANZ filed with the Securities and Exchange Commission on April 24, 2007.

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An announcement titled "ANZ acquires controlling stake in E*TRADE Australia" that was lodged with the Australian Stock Exchange on April 24, 2007 was set out on the Form CB (AMENDMENT NO. 5) that ANZ filed with the Securities and Exchange Commission on April 26, 2007.

On April 26, 2007, ANZ lodged with the Australian Stock Exchange a Notice Under Section 630(3) of the Corporations Act 2001 (Cth) (Exhibit 1).

Part III Consent to Service of Process

Concurrently with the filing of the original Form CB on March 7, 2007, ANZ filed an irrevocable consent and power of attorney on Form F-X.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AUSTRALIA AND NEW ZEALAND
BANKING GROUP LIMITED

By: /s/ John Priestley
Name: John Priestley
Title: Company Secretary

Date: April 26, 2007

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**NOTICE UNDER SECTION 630(3)
OF THE CORPORATIONS ACT 2001 (Cth)**

TO: ETRADE Australia Limited (E*TRADE)

AND TO: ASX Limited

ANZ Online Holdings Pty Limited (ACN 124 093 625) (**Bidder**) **GIVES NOTICE** under section 630(3) of the *Corporations Act 2001* (Cth) that:

(a) on 23 April 2007, the Bidder declared the offers dated 14 March 2007 (**Offers**) by it under its off-market takeover bid to acquire ordinary shares in E*TRADE free from the conditions set out in clause 5.1 (other than clause 5.1(c)(ii)) of the Offers;

(b) the condition set out in clause 5.1(c)(ii) of the Offers has been fulfilled.

Accordingly, the Offers are free of all defeating conditions.

The Bidder's voting power in E*TRADE at the time of giving this notice is 51.1%.

DATED 26 April 2007

**FOR AND ON BEHALF OF ANZ
Online Holdings Pty Limited**

Director
