

BT GROUP PLC  
Form 6-K  
April 01, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

Date of Announcement: 01 April 2015

BT Group plc

(Translation of registrant's name into English)

BT Group plc  
81 Newgate Street  
London  
EC1A 7AJ  
England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F..X...

Form 40-F.....

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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 ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
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1 April 2015

BT Group plc ("BT" or the "Company")

Publication of Circular and Notice of General Meeting

Further to the announcement by BT on 5 February 2015 relating to BT's agreement of definitive terms to acquire EE Limited (the "Proposed Acquisition"), BT announces today that the UK Listing Authority has approved a Class 1 circular in relation to the Proposed Acquisition (the "Circular") dated 1 April 2015.

BT shareholders who have elected for printed shareholder documents will shortly receive, amongst other documents, a hard copy of the Circular (other BT shareholders will be sent notification that the Circular is available online). As set out in the Circular, a General Meeting will be held at 10.00 a.m. on 30 April 2015 at Old Billingsgate, 1 Old Billingsgate Walk, London, EC3R 6DX to allow BT shareholders to vote on the resolutions required to approve and implement the Proposed Acquisition and related matters. These resolutions will require approval by a simple majority of the BT shareholders present and voting (in person or by proxy) at the General Meeting.

In addition to the passing of the required resolutions at the General Meeting, completion of the Proposed Acquisition is conditional upon obtaining merger clearance, in particular from the UK Competition and Markets Authority.

The timetable of principal events is as follows:

|   |                             |
|---|-----------------------------|
| Announcement of Proposed Acquisition                      | 5 February 2015             |
| Publication of the Circular and Notice of General Meeting | 1 April 2015                |
| Latest time and date for receipt of Forms of Proxy        | 10.00 a.m. on 28 April 2015 |

General Meeting

10.00 a.m. on 30 April 2015

Copies of the Circular are available for inspection on BT's website at

[www.bt.com/generalmeeting](http://www.bt.com/generalmeeting) or can be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS from the date of the Circular up to and including the date of the General Meeting and for the duration of the General Meeting. A copy of the Circular will also be submitted to the National Storage Mechanism, where it will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM)

Capitalised terms not otherwise defined in this announcement shall have the meaning given to them in the Circular.

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For further information

Enquiries about this news release should be made to the BT Group Newsroom on its 24-hour number: 020 7356 5369. From outside the UK dial + 44 20 7356 5369. All news releases can be accessed at our web site: <http://www.btplc.com/News>

Goldman Sachs International is acting as lead financial adviser to BT in connection with the Proposed Acquisition. J.P. Morgan Cazenove is acting as financial adviser, Sponsor and corporate broker to BT in connection with the Proposed Acquisition. Perella Weinberg is also acting as a financial adviser to BT in connection with the Proposed Acquisition.

## IMPORTANT NOTICE

This announcement has been issued by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

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The Consideration Shares to be issued in connection with the Proposed Acquisition and any other securities referred to herein have not been and will not be registered under the Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from or in a transaction not subject to the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of the consideration shares and any other securities referred to in this announcement in the United States.

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not, in any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Announcement or that the information in it is correct as at any subsequent date.

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.

BT Group plc  
(Registrant)

By: /s/ Dan Fitz, Company Secretary

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Dan Fitz, Company Secretary.

Date 01 April 2015