

WESTPAC BANKING CORP
Form 6-K
July 30, 2013

**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**

July 30, 2013

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 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):

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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):o

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-

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

| Exhibit No. | Description |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated as of July 24, 2013 by and among the Registrant, J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC. |
| 4.1 | Eighth Supplemental Indenture (including the forms of the Securities), dated as of July 30, 2013 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: July 30, 2013

By: /s/ Sean Crellin

Sean Crellin
Director, Legal