

WESTPAC BANKING CORP
Form 6-K
February 26, 2019

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**

February 26, 2019

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

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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)(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):

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. 228295).

Index to Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement, dated as of February 19, 2019 by and among the Registrant, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Westpac Banking Corporation. |
| 4.1 | Twenty-Sixth Supplemental Indenture (including the forms of the Securities), dated as of February 26, 2019 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: February 26, 2019

By: /s/ Sean Crellin
Sean Crellin
Director Corporate, Legal and Secretariat