

As filed with the U.S. Securities and Exchange Commission on May 4, 2022

Registration No. 333-\_\_\_\_\_

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM F-6**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depository Shares Evidenced by American Depositary Receipts**

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**OKYO Pharma Limited**

(Exact name of issuer of deposited securities as specified in its charter)

n/a

(Translation of issuer's name into English)

**The Bailiwick of Guernsey  
(Jurisdiction of incorporation or organization of issuer)**

**JPMORGAN CHASE BANK, N.A.  
(Exact name of depository as specified in its charter)**

**383 Madison Avenue, Floor 11, New York, New York 10179  
Telephone +1-800-990-1135**

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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**OKYO Pharma US, Inc.  
420 Lexington Avenue, Suite 1405  
New York, NY 10170  
Telephone: +1-(917) 225-9646**

(Address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**JPMorgan Chase Bank, N.A.  
383 Madison Avenue, Floor 11  
New York, New York 10179  
Telephone: +1-800-990-1135**

**Scott. R. Saks, Esq.  
Norton Rose Fulbright LLP  
1301 Avenue of the Americas  
New York, New York 10019-6022  
Telephone: +1-212-318-3151**

It is proposed that this filing become effective under Rule 466

- immediately upon filing  
 on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of each class of Securities to be registered	Amount to be registered	Proposed Maximum	Proposed maximum	Amount of registration fee
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		<u>aggregate price Per unit <sup>(1)</sup></u>	<u>aggregate offering price <sup>(2)</sup></u>	
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing sixty-five (65) ordinary shares of OKYO Pharma Limited	\$50,000,000 American Depositary Shares	<u>\$ 0.05</u>	<u>\$ 2,500,000</u>	<u>\$ 231.75</u>

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

**The Registrant hereby amends this Registration Statement on Form F-6 on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement on Form F-6 shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement on Form F-6 shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**PART I**  
**INFORMATION REQUIRED IN PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) included as Exhibit A to the form of the Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6, which is incorporated herein by reference.

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

CROSS REFERENCE SHEET

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u>
(1) Name and address of Depositary	Introductory paragraph and bottom of face of American Depositary Receipt
(2) Title of American Depositary Receipts and identity of deposited securities	Face of American Depositary Receipt, top center
Terms of Deposit:	
(i) Amount of deposited securities represented by one unit of American Depositary Shares	Face of American Depositary Receipt, upper right corner
(ii) Procedure for voting, if any, the deposited securities	Paragraphs (6), (11) and (12)
(iii) Collection and distribution of dividends	Paragraphs (4), (5), (7), (10), (11), (13) and (21)
(iv) Transmission of notices, reports and proxy soliciting material	Paragraphs (3), (8), (11) and (12)
(v) Sale or exercise of rights	Paragraphs (4), (5), (7) and (10)
(vi) Deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (3), (4), (5), (7), (10), (11), (13) and (21)
(vii) Amendment, extension or termination of the Deposit Agreement	Paragraphs (15), (16) and (17)
(viii) Rights of holders of ADRs to inspect the transfer books of the Depositary and the list of Holders of ADRs	Paragraph (3)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Paragraphs (1), (2), (4), (5), and (6)
(x) Limitation upon the liability of the Depositary	Paragraphs (14), (17), (19) and (20)
(3) Fees and Charges	Paragraph (7)

**Item 2. AVAILABLE INFORMATION**

<u>Item Number and Caption</u>	<u>Location in Form of American Depositary Receipt Filed Herewith as Prospectus</u>
(b) OKYO Pharma Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and accordingly files certain reports with the Securities and Exchange Commission. These reports can be inspected and retrieved by holders of American Depositary Receipts through the EDGAR system on the Securities and Exchange Commission’s Internet Website, currently located at <a href="http://www.sec.gov">www.sec.gov</a> , and can be inspected and copied at public reference facilities maintained by the Securities and Exchange Commission, currently located at 100 F Street, N.E., Washington, D.C. 20549.	Paragraph (8)

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a) **Form of Deposit Agreement.** Form of Deposit Agreement among OKYO Pharma Limited, JPMorgan Chase Bank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners from time to time of American Depositary Receipts (“ADRs”) issued thereunder (as from time to time amended, the “Deposit Agreement”), including the Form of ADR attached as Exhibit A thereto. Filed herewith as Exhibit (a).
- (b) **Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereby or the custody of the deposited securities represented thereby.** Not Applicable.
- (c) **Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.** Not Applicable.
- (d) **Opinion of Norton Rose Fulbright US LLP, counsel to the Depositary, as to the legality of the securities being registered.** Filed herewith as Exhibit (d).
- (e) **Certification under Rule 466.** Not applicable.
- (f) Power of Attorney of certain officers and directors of the Company. Set forth on the signature pages hereto.

**Item 4. UNDERTAKINGS**

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
  - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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## SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement among OKYO Pharma Limited, JPMorgan Chase Bank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Receipts (“ADRs”) issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on May 4, 2022.

Legal entity created by the Deposit Agreement for the issuance of  
ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/ Timothy E. Green

Name: Timothy E. Green

Title: Vice President

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, OKYO Pharma Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in City of London, United Kingdom, on May 4, 2022.

OKYO Pharma Limited

By: /s/ Gary S. Jacob

Name: Gary S. Jacob

Title: Chief Executive Officer and Director

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gary S. Jacob and Keeren Shah, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, as amended, this Registration Statement on Form F-6 has been signed by the following persons on May 4, 2022, in the capacities indicated.

## SIGNATURES

<u>Signature</u>	<u>Title</u>
<u>/s/ Gabriele Cerrone</u>	Executive Chairman
<u>/s/ Gary S. Jacob</u>	Chief Executive Officer and Director (principal executive officer)
<u>/s/ Keeren Shah</u>	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Willy Simon</u>	Director
<u>/s/ John Brancaccio</u>	Director
<u>/s/ Bernard Denoyer</u>	Director

### OKYO Pharma US, Inc.

By: /s/ Gary S. Jacob

Name: Gary S. Jacob

Title: Director

Authorized U.S. Representative

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## INDEX TO EXHIBITS

Exhibit  
Number

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  - (d) Opinion of Norton Rose Fulbright US LLP, counsel to the Depositary, as to the legality of the securities being registered.
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