

BRITISH SKY BROADCASTING GROUP PLC

Form 6-K

November 16, 2004

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

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

For the month of November 2004  
16 November 2004

BRITISH SKY BROADCASTING GROUP PLC  
(Name of Registrant)

Grant Way, Isleworth, Middlesex, TW7 5QD England  
(Address of principal executive offices)

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  X

Form 40-F

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): Not Applicable

EXHIBIT INDEX

Exhibit

EXHIBIT NO.1 Press release of British Sky Broadcasting Group plc

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announcing Share Capital Notification released on  
16 November 2004.

British Sky Broadcasting Group plc  
(the "Company")

The Company announces that it has received two notifications with respect to interests in share capital from News Corporation and Franklin Templeton Investments.

### News Corporation

News Corporation informed the Company on 12 November 2004, that pursuant to Part VI of the Companies Act 1985 ("The Act"), that as the result of an internal re-organisation News Corporation of 1211 Avenue of the Americas, New York, NY 10036, USA has become the holding company of the News Group of companies. Under this internal re-organisation, the existing holding company, The News Corporation Limited ("TNCL") of 121 King William Street, Adelaide, S.A. 5000 Australia, has become a subsidiary of Carlholt Pty. Limited ("Carlholt") of Level 5, 2 Holt Street, Surrey Hills, NSW, which in turn, is a subsidiary of News Corporation.

Following this re-organisation, the interests of News Corporation and its subsidiaries in the shares of the Company are as follows:

(a) BSkyB Holdco, Inc. of 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA remains interested in 686,021,700 ordinary shares of GBP0.50 each in the capital of British Sky Broadcasting Group plc (shares). The registered holder of these shares remains News UK Nominees Limited (registered number 0236672) whose registered address is One Virginia Street, London, E98 1XY.

(b) By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of BSkyB Holdco, Inc., Sky Global Holdings, LLC ("SGHLLC") of 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA is also interested in those shares.

By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of SGHLLC, Sky Global Operations, Inc. ("SGO") of 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA is also interested in those shares.

By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of SGO, Sky Global Networks, Inc. ("SGN") of 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA is also interested in those shares.

By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of SGN, Sky Global Holdings, Inc. ("SGH") of 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA is also interested in those shares.

By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of SGH, News Publishing Australia Limited ("NPAL") of 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, USA is also interested in those shares.

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By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of NPAL, TNCL is also interested in those shares.

By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of TNCL, Carlholt is also interested in those shares.

By virtue of its ability to exercise control of at least one third of the voting power at the general meetings of Carlholt, News Corporation is also interested in those shares.

Franklin Templeton

Franklin Templeton Investments informed the Company on 15 November 2004 that it has interests in the share capital of 6.0030%. These interests are held under the management of Franklin Resources, Inc. and its affiliates which include Franklin Mutual Advisers, LLC and Templeton Worldwide, Inc. and its affiliates, on behalf of clients, as detailed in the attached schedule.

### SCHEDULE RELATING TO FRANKLIN TEMPLETON INVESTMENTS INTERESTS IN THE COMPANY

#### British Sky Broadcasting Group Plc

|   | Outstanding Shares | 1,941,713,000 |
|---|--------------------|---------------|
| Registered Holder   | No. of Shares      | % of Class    |
| Bank of New York, Europe London   | 12,010             | 0.0006%       |
| Bank of New York, London  | 4,360,160          | 0.2246%       |
| JP Morgan/Chase<br>Woolgate House<br>Coleman Street<br>London, EC2P 2HD | 92,541,177         | 4.7660%       |
| Citibank, London  | 1,566,137          | 0.0807%       |
| Citibank (ADR), United States   | 1,574,300          | 0.0811%       |
| DTC (ADR), United States  | 4,600              | 0.0002%       |
| Euroclear, Bruxelles  | 10,200             | 0.0005%       |
| HSBC Bank Ltd., London  | 709,430            | 0.0365%       |
| Mellon Bank, London   | 2,964,450          | 0.1527%       |
| Merrill Lynch Intl Ltd., London   | 1,029,700          | 0.0530%       |
| Northern Trust Company<br>155 Bishopsgate<br>London, EC2M 3XS           | 2,232,396          | 0.1150%       |
| Royal Trust Corp of Canada, London                                      | 1,845,000          | 0.0950%       |
| State Street Nominees Ltd<br>12-13 Nichols Lane                         | 7,711,738          | 0.3972%       |

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London EC4N 7BN

|       |             |         |
|-------|-------------|---------|
| TOTAL | 116,561,298 | 6.0030% |
|-------|-------------|---------|

Enquires:

Dave Gormley  
Company Secretary  
Telephone: +44 20 7705 6701

End

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.

BRITISH SKY BROADCASTING GROUP PLC

Date: 16 November 2004

By: /s/ Dave Gormley  
Dave Gormley  
Company Secretary