NATIONAL AUSTRALIA BANK LTD
Form 6-K/A
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON DC 20549

FORM 6-K/A

REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

For the month of May 2005

National Australia Bank Limited

ACN 004 044 937

(Registrant s Name)

Level 24

500 Bourke Street

MELBOURNE VICTORIA 3000

AUSTRALIA

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 ý Form 40-F 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 Exchange Act of 1934.

Yes o No ý

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

Explanatory note

This 6-K/A has been filed to remove the incorporation language on the Registration Cover of the 6-K (Accession No. 0001104659-05-022313) (File No. 001-09945) filed on 11 May 2005.

National Australia Bank Limited

ABN 12 004 044 937

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Financial Highlights

Cash Earnings

Cash earnings before significant items fell 12.5 per cent to $1.62 billion compared with the March 2004 half year but were slightly higher (up 0.4 per cent) compared with the September 2004 half year.

Net Profit

Net profit before significant items fell 11.1 per cent to $1.87 billion compared with the March 2004 half year.

Net profit attributable to members of the Company and after significant items increased by 17.0 per cent to $2.54 billion compared with the March 2004 half year primarily due to the profit on the sale of the Irish Banks.

Dividend

The interim dividend has been maintained at 83 cents and will be 80 per cent franked.

Diluted Cash Earnings Per Share (Before significant items)

103 cents compared with 121.0 cents in the March 2004 half year.

Cost to Income Ratio (Banking)

57.4 per cent compared with 50.8 per cent in the March 2004 half year.

Net Interest Margin

2.19 per cent compared with 2.40 per cent in the March 2004 half year.

Total Capital Ratio

11.37 per cent compared with 9.30 per cent at 31 March 2004.

Return On Average Equity (Before significant items)

14.0 per cent compared with 18.8 per cent in the March 2004 half year.

Return On Average Assets (Before significant items)

0.76 per cent compared with 0.96 per cent in the March 2004 half year.

Group Corporate Affairs

National Australia
Bank Limited
ABN 12004044937

ASX Announcement

500 Bourke Street
Melbourne
Victoria 3000
Australia

Melbourne, Wednesday 11 May 2005

National Australia Bank Stabilising Business Performance

The National s Chief Executive John Stewart said the March 2005 half year results show that earnings from our banking businesses are stabilising.

We have made good progress, Mr Stewart said. We have done what we said we would do. We have made an acceptable start but there is a lot more work to do over the next two to three years.

Cash earnings before significant items of $1.62 billion were 12.5 per cent lower than the previous March half year but showed a small increase on the September 2004 half year.

The interim dividend has been maintained at 83 cents and will be 80% franked.

Mr Stewart said the first half results are consistent with the guidance provided to the market.

Earnings have bottomed, our market shares in important Australian market segments such as housing and business lending are stabilising, our cost base is still too high but expense growth has been carefully managed and asset quality remains sound, he said.

This has been achieved through rigorous management of project and discretionary expenses, a move back to more normal risk settings and the first steps to remove unnecessary processes and bureaucracy.

These results demonstrate the strength of the National franchise, rebuilding of management and the commitment of our people.

Mr Stewart said the first half had not been all smooth sailing: The Northern Bank robbery and the South Korea litigation were large once-off costs in the March 2005 half year.

Despite these issues there has been steady progress. We have moved to a regional business model, re-opened the foreign currency options trading desk and sold the Irish Banks at an attractive profit.

Net profit attributable to members of the Company and after significant items was 17 per cent higher than the March 2004 half year primarily due to the profit on the sale of the Irish Banks.

Net significant items of $821 million in the March 2005 half year included:

- $1,073 million net profit on the sale of Northern and National Irish Banks;
- First half restructuring costs of $282 million after tax ($403 million pre-tax), the majority of which relate to the United Kingdom but including some initial restructuring in Australia and the repositioning of the Institutional business.

Mr Stewart said the National has completed the first year of a two to three year turnaround: Over the next six months, we aim to move from the stabilising phase and into the rebuilding phase.

The process of rebuilding the National will be challenging but we will be open and honest and take a balanced approach to staff, customers, community and shareholders.

Our ongoing efforts to improve shareholder returns will concentrate on the four areas we identified last year.

These are:

- Cultural change,
- Compliance & risk,
- Business efficiency, and
- Restoring revenue growth.

A detailed announcement covering initiatives in each of these areas and our investment, restructuring costs and associated benefits has been released separately today.

Divisional Commentary

Australia

Cash earnings before significant items of $1.15 billion were 6.5 per cent lower than the March 2004 half year but increased by 5.1 per cent compared with the September 2004 half year.

Cash earnings before significant items were $951 million for Australian Banking and $194 million for Wealth Management Australia.

Australian Banking cash earnings before significant items decreased by 9.7 per cent compared with the March 2004 half year but improved slightly compared with the September 2004 half year.

The improvement over the September half year reflected growth in business and housing lending as well as retail deposits. The improving performance compared with the September 2004 half year was partially offset by a lower net interest margin, higher wholesale funding costs and higher operating expenses.

The charge to provide for doubtful debts increased by $26 million to $130 million compared with the March 2004 half year. This resulted from solid growth in business lending, which triggers a need for a higher level of statistical provisioning.

Market share in the key segments of business and housing lending stabilised.

The Australian Banking cost to income ratio was 49.8 per cent compared with 50.4 per cent in the September 2004 half year.

Wealth Management Australia s cash earnings before significant items (before prior period adjustments) increased by 7.2 per cent compared with the March 2004 half and by 2.6 per cent on the September 2004 half year.

The stronger performance was due to improved returns on retained earnings and capital which was partly offset by reduced profits from insurance and increased regulatory and compliance costs.

During the half year a new Australian leadership team was appointed and the Australian Banking and Wealth Management businesses were re-aligned to create a single regional business centred on customers, products and services.

In the March 2005 half year a restructuring provision of $121 million (pre-tax) was booked. This related to 1,036 redundancies and other costs incurred in restructuring and integrating the retail banking, corporate banking and wealth management businesses in Australia.

Further restructure costs will be booked in the second half in Australia as the business efficiency program continues. Details are included in a separate announcement released today.

United Kingdom (In Local Currency, Ongoing Operations only)

Excluding the contribution from the Irish Banks and other businesses that have now been sold, cash earnings before significant items of £106 million (A$259 million) were 10.2 per cent lower compared with the March 2004 half year but improved by 12.8 per cent compared with the September 2004 half year.

Performance during the half reflected an improvement in income and a lower charge to provide for doubtful debts as well as increased lending volumes compared with the September half. This was partially offset by flat net interest income due to margin contraction following the move to provide customers with more competitive lending and deposit products.

The cost to income ratio was 63.8 per cent compared with 60.7 per cent in the previous March half but down from 65.1 per cent in the September 2004 half year.

In the UK the National has already announced a restructuring provision of £109 million (A$266 million pre-tax). The main initiatives that will be covered by the provision are the reduction of approximately 1700 jobs in the next 12 to 18 months and the re-alignment of the distribution network to better meet customer needs.

Details of the new distribution strategy are outlined in a separate announcement today. No additional provisioning or reductions in employee numbers are expected in the United Kingdom in the second half.

The announcement and restructure presentation for the United Kingdom was released on March 30 this year and is available on the Group s website www.nabgroup.com.

New Zealand

Cash earnings before significant items were steady compared with the March 2004 half year but increased by 14 per cent to A$163 million compared with the September half year due to solid volume growth partially offset by margin contraction due to competitive pressures.

Since March 31, 2004 mortgages have increased 19.2%. This growth was achieved through campaigns such as the unbeatable home loan program involving fixed rate lending.

The charge to provide for doubtful debts decreased by A$1 million to $12 million compared with the March 2004 half year.

The cost to income ratio increased to 57.3 per cent in the March 2005 half year, from 53.1 per cent in the March 2004 half year. However, the cost to income ratio remained lower than the 59.3 per cent in the September 2004 half year.

Restructuring costs booked for the March half year in New Zealand were not material (A$1 million). Further restructuring initiatives are currently being finalised and provisions will be booked in the second half of the 2005 year.

Institutional Markets & Services

Cash earnings before significant items were $308 million, which was down 9.7 per cent on the March 2004 half year but represented a strong recovery from the low of the September 2004 half year that was dominated by the impact of the foreign currency options trading incident.

While considerable effort continued to be focussed on the remedial actions program and the improved control framework, management has also been able to improve fee income with strong sales of tailored products to the business market segment, significant corporate sales activity and improved trading opportunities.

Return on average assets was 0.37 per cent which was down from 0.42 per cent in the previous March half year but recovered from 0.27 per cent in the September 2004 half year.

Institutional Markets & Services (IMS) has reviewed its operating model and will move to a more efficient, higher equity return business model. Key initiatives include:

- rationalisation of its activities in Asia;
- release of capital currently invested in assets generating low returns; and
- focus on growth in sustainable income streams.

Details of the proposed restructuring for the second half have been covered in a separate announcement today.

Outlook

Mr Stewart said growth across all the National s key markets is expected to slow, with the result that growth in credit is also likely to be moderately lower.

In Australia, the domestic economy is likely to slow in 2006. Slower growth in consumer spending and lower housing activity is likely to see housing credit slowing slightly from current growth rates. Business credit, while still strong, is expected to also moderate over the next year. As a result, total Australian credit could decline marginally.

In New Zealand, a slowdown in growth is also likely from the very high growth rates reported in 2004. On the other hand, United Kingdom activity is likely to be only a little weaker.

Overall system credit growth in our core markets is expected to be around 10% in the current year compared to around 12% last year.

While inflation in Australia, New Zealand and the United Kingdom is likely to increase by a small amount in the next six months, the prospects of slower growth is likely to see official interest rates in those regions broadly on hold during 2005.

Slowing growth domestically and internationally will make the task of rebuilding the National s business performance more challenging.

We expect acceptable earnings growth in the second half of 2005 consistent with where we are in the recovery process. Further details will be provided at the full year profit announcement.

Assuming there are no external shocks or further changes to regulatory capital, the Board would expect to pay a second half dividend of 83 cents franked to 80 per cent, he said.

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Disclaimer

This announcement contains certain forward-looking statements within the meaning of Section 21E of the US Securities Exchange Act of 1934 and the US Private Securities Litigation Reform Act of 1995. The words anticipate , believe , expect , project , estimate , likely , intend , could , may , target , plan and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Group, that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. For further information relating to the identification of forward-looking statements and important factors that could cause actual results to differ materially from those projected in such statements, see Presentation of Information - Forward-Looking Statements and Risk Factors in the Group s Annual Report on Form 20-F filed with the US Securities & Exchange Commission.

SECTION 2

RESULTS FOR THE HALF YEAR ENDED 31 MARCH 2005

FINANCIAL SUMMARY

REPORTING FORMAT

Reporting Structure

During 2005 the Group re-structured its business operating model to management along regional lines. To assist with the interpretation of the Group s results, earnings are reported under the following structure, reflecting the new business operating model and has been revised from the reporting structure used in the prior year:

Total Australia comprises Australian Banking and Wealth Management Australia;

Total UK comprises UK Banking and Wealth Management UK;

Total NZ comprises New Zealand Banking and Wealth Management New Zealand; and

Institutional Markets & Services (globally).

To further assist with the interpretation of the Group s results, information is also presented on the following basis, which isolates the Wealth Management components of the business from the Banking operations. This is consistent with the prior year:

Total Banking comprises:

Australian Banking;

UK Banking;

NZ Banking;

Institutional Markets & Services (globally); and

Other (Group Funding and Corporate Centre).

Wealth Management comprises:

Wealth Management Australia (including Asia);

Wealth Management UK; and

Wealth Management New Zealand.

Prior Period Comparatives

During the year the Group introduced a common chart of general ledger accounts across its business operations and subsidiaries globally. In preparation for the introduction of this global chart of accounts, an extensive and detailed Group-wide review of general ledger account classifications was undertaken. As a result changes have been made to the classification between certain categories in the Group balance sheet to more appropriately reflect the nature of specific products, as follows:

- transfer of certain exposures from On-Demand & Short-Term Deposits to Due to Other Financial Institutions and Securities Sold Under Agreements to Repurchase totalling $3,357 million at 30 September 2004;
- transfer of certain exposures from Due to Other Financial Institutions to On-Demand & Short-Term Deposits totalling $939 million at 30 September 2004;
- transfer of certain loans from Overdrafts to Term Lending totalling $5,346 million at 30 September 2004; and
- transfer of certain loans from Overdrafts to Market Rate Advances totalling $450 million at 30 September 2004.

The nature of these reclassifications have been fully disclosed in the release to ASX dated 20 April 2005. Please refer to the National s website at www.nabgroup.com for a copy of this announcement.

Cash Earnings

Cash earnings is a key performance measure and financial target used by the Group. Dividends paid by the Group are based on after-tax cash earnings (excluding significant items). Cash earnings is a key performance measure used by the investment community, as well as by those Australian peers of the Group with a similar business portfolio. Refer to the Non-GAAP financial measures   section on page 101 for an explanation and page 4 for a reconciliation of cash earnings to net profit.

Diluted Cash Earnings per Share

Management use growth in diluted cash earnings per share (EPS) as a key indicator of performance as this takes full account of the impact of the exchangeable capital units (ExCaps) and provides a consistent basis for period on period comparison moving forward.

Under the terms of the ExCaps the National has the option to require the exchange of all, but not part, of the ExCaps at any time for 7 7/8% convertible non-cumulative preference shares of the National. Holders of the ExCaps or the convertible non-cumulative preference shares have the option to exchange their holding for ordinary shares of the National (or at the National s option, cash) at a specified date and the National also has the right to redeem, all or part of the convertible non-cumulative preference shares, under a special offer at any time after 19 March, 2007, with the prior consent of APRA.

A reconciliation of the calculation of diluted cash earnings per share appears in note 19.

DIVISIONAL PERFORMANCE SUMMARY

	Note	Mar 05 $m	Half Year to Sep 04 $m	Mar 04 $m	Fav / (Unfav) Change on Sep 04 %	Mar 04 %
Cash earnings **[1]**						
Australian Banking	**1a**	**951**	940	1,053	1.2	(9.7)
Wealth Management Australia [2] [3]	**1a**	**194**	149	171	30.2	13.5
Total Australia		**1,145**	1,089	1,224	5.1	(6.5)
UK Banking	**1a**	**266**	284	310	(6.3)	(14.2)
Wealth Management UK	**1a**	**31**	3	14	large	large
Total UK		**297**	287	324	3.5	(8.3)
New Zealand Banking	**1a**	**159**	137	159	16.1	
Wealth Management New Zealand	**1a**	**4**	6	5	(33.3)	(20.0)
Total New Zealand		**163**	143	164	14.0	(0.6)
Institutional Markets & Services [3]	**1a**	**308**	217	341	41.9	(9.7)
Other (incl. Group Funding & Corporate Centre)	**1a**	**(200)**	(32)	(109)	large	(83.5)
Cash earnings before significant items and distributions		**1,713**	1,704	1,944	0.5	(11.9)
Distributions		**(95)**	(93)	(94)	(2.2)	(1.1)
Cash earnings before significant items		**1,618**	1,611	1,850	0.4	(12.5)
Weighted av no. of ordinary shares (million)	**19**	**1,555**	1,525	1,505	(2.1)	(3.3)
Cash earnings per share before significant items (cents)	**19**	**104.0**	105.6	122.9	(1.4)	(15.3)
Diluted cash earnings per share before significant items (cents)	**19**	**103.0**	104.8	121.0	(1.7)	(14.9)
Reconciliation to net profit						
Cash earnings before significant items		**1,618**	1,611	1,850	0.4	(12.5)
Adjusted for:						
Significant items after tax	**15**	**821**	(511)	127	large	large
Cash earnings after significant items		**2,439**	1,100	1,977	large	23.3
Adjusted for:						
Net profit attributable to outside equity interest		**154**	311	63	50.5	large
Distributions		**95**	93	94	(2.2)	(1.1)
Wealth Management revaluation profit/(loss) after tax		**51**	(132)	148	large	(65.5)
Goodwill amortisation		**(50)**	(50)	(53)		5.7
Net profit		**2,689**	1,322	2,229	large	20.7
Net profit attributable to outside equity interest		**(154)**	(311)	(63)	50.5	large
Net profit attributable to members of the Company		**2,535**	1,011	2,166	large	17.0
Distributions		**(95)**	(93)	(94)	(2.2)	(1.1)
Earnings attributable to ordinary shareholders		**2,440**	918	2,072	large	17.8

(1) Cash earnings is a performance measure used by the management of the Group. Refer to Non-GAAP financial measures on page 101 for a complete discussion of cash earnings.

(2) *Wealth Management Australia division includes Asian operations.*

(3) *Cash earnings after outside equity interest.*

GROUP PERFORMANCE SUMMARY

	Note	Mar 05 $m	Half Year to Sep 04 $m	Mar 04 $m	Fav / (Unfav) Change on Sep 04 %	Mar 04 %
Banking (1)						
Net interest income	**3**	**3,549**	3,603	3,581	(1.5)	(0.9)
Other operating income (1) (2)	**9**	**2,029**	1,967	2,057	3.2	(1.4)
Banking net operating income (1)		**5,578**	5,570	5,638	0.1	(1.1)
Wealth Management						
Net interest income	**3**	**4**	3	4	33.3	
Net life insurance income ex IORE (3)	**8**	**495**	523	396	(5.4)	25.0
Investment earnings on shareholders retained profits & capital from life businesses (IORE)	**8**	**63**	34	59	85.3	6.8
Other operating income (2)	**9**	**461**	408	399	13.0	15.5
Net operating income		**6,601**	6,538	6,496	1.0	1.6
Banking operating expenses (1)	**10**	**(3,165)**	(3,147)	(2,831)	(0.6)	(11.8)
Wealth Management operating expenses (4)	**10**	**(411)**	(429)	(405)	4.2	(1.5)
Charge to provide for doubtful debts	**12**	**(281)**	(254)	(305)	(10.6)	7.9
Cash earnings before tax		**2,744**	2,708	2,955	1.3	(7.1)
Banking income tax expense (1)	**14**	**(648)**	(619)	(743)	(4.7)	12.8
Wealth Management income tax expense	**14**	**(229)**	(74)	(205)	large	(11.7)
Cash earnings before significant items, distributions and outside equity interest		**1,867**	2,015	2,007	(7.3)	(7.0)
Wealth Management revaluation profit/(loss) after tax	**1a**	**51**	(132)	148	large	(65.5)
Goodwill amortisation		**(50)**	(50)	(53)		5.7
Net profit before significant items		**1,868**	1,833	2,102	1.9	(11.1)
Significant items after tax	**15**	**821**	(511)	127	large	large
Net profit		**2,689**	1,322	2,229	large	20.6
Net profit attributable to outside equity interest						
Wealth Management		**(154)**	(307)	(58)	49.8	large
Institutional Markets & Services			(4)	(5)	large	large
Net profit attributable to members of the Company		**2,535**	1,011	2,166	large	17.0
Distributions		**(95)**	(93)	(94)	(2.2)	(1.1)
Earnings attributable to ordinary shareholders		**2,440**	918	2,072	large	17.8

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(1) *Banking refers to Total Banking adjusted for eliminations. Refer to note 1a for further details.*

(2) *Other operating income excludes net interest income, net life insurance income ex IORE, investment earnings on shareholders retained profits and capital from life businesses (IORE) and revaluation profit/(loss).*

(3) Net life insurance income is the profit before tax of the life insurance and investment businesses of the statutory funds of the life insurance companies of the Group (excluding net interest income and investment earnings on shareholders retained profits & capital of the life insurance businesses (IORE)).

(4) Operating expenses excludes life insurance expenses incorporated within net life insurance income.

Refer to Note 1a Performance Summary by Division for a reconciliation of the Divisional results to the Group Performance Summary set out above. Note 1a also provides a reconciliation of Total Banking and Total Wealth Management results as set out above.

SUMMARY OF FINANCIAL POSITION

	Note	31 Mar 05 (1) $m	As at 30 Sep 04 $m	31 Mar 04 $m	Change on 30 Sep 04 %	31 Mar 04 %
Assets						
Cash and liquid assets		**6,929**	8,080	11,641	(14.2)	(40.5)
Due from other financial institutions		**18,520**	23,494	20,200	(21.2)	(8.3)
Due from customers on acceptances		**21,567**	16,344	14,988	32.0	43.9
Trading securities		**19,771**	24,248	25,691	(18.5)	(23.0)
Trading derivatives		**17,122**	17,939	24,352	(4.6)	(29.7)
Available for sale securities		**3,474**	4,610	2,794	(24.6)	24.3
Investment securities		**8,666**	11,513	7,099	(24.7)	22.1
Investments relating to life insurance business		**43,917**	41,013	37,982	7.1	15.6
Loans and advances		**246,756**	247,836	233,987	(0.4)	5.5
Shares in entities and other securities		**146**	158	867	(7.6)	(83.2)
Regulatory deposits		**121**	177	436	(31.6)	(72.2)
Property, plant and equipment		**2,019**	2,257	2,483	(10.5)	(18.7)
Income tax assets		**1,460**	1,367	1,248	6.8	17.0
Goodwill		**571**	632	682	(9.7)	(16.3)
Other assets		**11,623**	11,641	11,130	(0.2)	4.4
Total assets		**402,662**	411,309	395,580	(2.1)	1.8
Liabilities						
Due to other financial institutions (2)		**35,020**	43,768	45,213	(20.0)	(22.5)
Liability on acceptances		**21,567**	16,344	14,988	32.0	43.9
Trading derivatives		**14,911**	16,150	21,046	(7.7)	(29.2)
Deposits and other borrowings (2)	7	**205,866**	219,028	209,379	(6.0)	(1.7)
Life insurance policy liabilities		**38,494**	36,134	34,059	6.5	13.0
Income tax liabilities		**1,243**	1,178	1,238	5.5	0.4
Provisions		**1,494**	1,129	1,143	32.3	30.7
Bonds, notes and subordinated debt		**36,536**	32,573	25,204	12.2	45.0
Other debt issues		**1,586**	1,612	1,693	(1.6)	(6.3)
Other liabilities		**13,944**	13,627	13,707	2.3	1.7
Total liabilities		**370,661**	381,543	367,670	(2.9)	0.8
Net assets		**32,001**	29,766	27,910	7.5	14.7
Equity						
Ordinary shares		**7,388**	7,271	6,029	1.6	22.5
National Income Securities		**1,945**	1,945	1,945		
Trust Preferred Securities		**975**	975	975		
Trust Preferred Securities II		**1,014**			large	