

Invesco Ltd.
Form 8-K
December 12, 2007

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): December 4, 2007**

**Invesco Ltd.
(Exact name of registrant as specified in its charter)**

**Bermuda
(State or other jurisdiction
of incorporation)**

**001-13908
(Commission File Number)**

**98-0557567
(IRS Employer
Identification No.)**

**1360 Peachtree Street, N.E., Atlanta, Georgia
(Address of principal executive offices)**

**30309
(Zip Code)**

Registrant's telephone number, including area code: (404) 892-0896

**INVESCO PLC
(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

Registration of Securities under Rule 12g-3 of the Securities Exchange Act of 1934, as amended

On December 4, 2007, Invesco Ltd., a Bermuda corporation (Invesco Ltd.), became the holding company of INVESCO PLC, a public company organized under the laws of England and Wales (Invesco-UK), pursuant to a United Kingdom court-approved scheme of arrangement (the Scheme) in which the Invesco-UK ordinary shares and the Invesco-UK American Depositary Shares (the ADSs) were exchanged for common shares of Invesco Ltd. Upon the effectiveness of the Scheme, the former Invesco-UK shareholders received one (1) Invesco Ltd. common share, par value \$0.10, for each Invesco-UK ordinary share, par value \$0.10, and the former Invesco-UK ADS holders received two (2) such Invesco Ltd. common shares for each ADS held by them. Immediately following the effectiveness of the Scheme, Invesco Ltd. implemented a reverse stock split on a one-for-two basis, such that Invesco Ltd. shareholders now hold common shares, par value \$0.20 per share.

A copy of the press release announcing the completion of the Scheme is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This Form 8-K is being filed by Invesco Ltd. as the initial report of Invesco Ltd. to the Securities and Exchange Commission (the SEC) and as notice that Invesco Ltd. is the successor issuer to Invesco-UK under Rule 12g-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act). As a result, the Invesco Ltd. common shares are deemed to be registered under Section 12(b) of the Exchange Act. The Invesco Ltd. common shares have been approved for listing on the New York Stock Exchange (the NYSE) and trade under the ticker symbol IVZ, the same ticker symbol that had been previously used by Invesco-UK for its ADSs prior to their delisting from the NYSE in connection with the implementation of the Scheme.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.1 Memorandum of Association of Invesco Ltd.

3.2 Amended and Restated Bye-Laws of Invesco Ltd.

4.1 Specimen Certificate for Common Shares of Invesco Ltd.

99.1 Press Release

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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 hereunto duly authorized.

INVESCO PLC

By: /s/ Kevin M. Carome

Kevin M. Carome
Senior Managing Director and
General Counsel

Date: December 12, 2007

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3.2	Amended and Restated Bye-Laws of Invesco Ltd.
4.1	Specimen Certificate for Common Shares of Invesco Ltd.
99.1	Press Release