VODAFONE GROUP PUBLIC LTD CO Form 425 November 04, 2013

#### **ADVERTISEMENT**

This communication is deemed an advertisement for the purposes of the U.K. prospectus rules and is not a prospectus or a prospectus dequivalent document. Any decision to subscribe for, purchase, otherwise acquire, sell or otherwise dispose of any Verizon Communications Inc. shares must be made only on the basis of the information contained in and incorporated by reference into prospectus expected to be published by Verizon in connection with the proposed transaction with Vodafone Group Plc. Copies prospectus will be available from Verizon s registered offices and on Verizon s website at

#### FORWARD-LOOKING STATEMENTS

In this communication we have made forward-looking statements. These statements are based on our estimates and assumption are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed results of operations. Forward-looking statements also include those preceded or followed by the words anticipates, believe estimates, hopes or similar expressions. For those statements, we claim the protection of the safe harbor for forward-look statements contained in the Private Securities Litigation Reform Act of 1995. The following important factors, along with those

our filings with the Securities and Exchange Commission (the SEC ), could affect future results and could cause those result materially from those expressed in the forward-looking statements: the ability to realize the expected benefits of our proposed with Vodafone in the timeframe expected or at all; the ability to complete the Vodafone transaction in the timeframe expected the costs that could be required to do so; failure to obtain applicable regulatory or shareholder approvals in connection with the transaction in a timely manner or at all; failure to satisfy other closing conditions to the Vodafone transaction or events giving termination of the transaction agreement; an adverse change in the ratings afforded our debt securities by nationally accredited organizations or adverse conditions in the credit markets affecting the cost, including interest rates, and/or availability of finanability of Verizon to complete the financing of the Vodafone transaction on satisfactory terms; significantly increased levels of as a result of the Vodafone transaction; changes in tax laws or treaties, or in their interpretation; adverse conditions in the U.S. international economies; material adverse changes in labor matters, including labor negotiations, and any resulting financial an operational impact; material changes in technology or technology substitution; disruption of our key suppliers provisioning o services; changes in the regulatory environment in which we operate, including any increase in restrictions on our ability to op networks; breaches of network or information technology security, natural disasters, terrorist attacks or acts of war or significa and any resulting financial impact not covered by insurance; the effects of competition in the markets in which we operate; cha accounting assumptions that regulatory agencies, including the SEC, may require or that result from changes in the accounting their application, which could result in an impact on earnings; significant increases in benefit plan costs or lower investment re assets; and the inability to implement our business strategies.

Filed by Verizon Communications Inc. pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: Vodafone Group Plc

Filer s SEC File No.: 001-08606

Date: November 4, 2013 SAFE HARBOR

STATEMENT AND LEGENDS www.verizon.com/investor.

# SAFE HARBOR

STATEMENT AND LEGENDS (cont.)

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#### NO OFFER OR SOLICITATION

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of an approval nor shall there be any offer or sale of securities in any jurisdiction in which such offer, solicitation or sale would be u to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or pursuant to an exemption from registration requirements thereof.

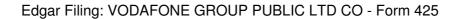
#### IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Verizon Communications Inc. has filed with the SEC a registration statement on Form S-4 containing a preliminary prospectus

to the Verizon securities to be offered in the proposed transaction with Vodafone (the preliminary prospectus). Verizon has the SEC a preliminary proxy statement with respect to the special meeting of the Verizon shareholders to be held in connection proposed transaction (the preliminary proxy statement). The registration statement on Form S-4 has not yet been declared enthe preliminary prospectus and the preliminary proxy statement are not yet final and will be further amended. VODAFONE SHAREHOLDERS ARE URGED TO READ CAREFULLY THE PRELIMINARY PROSPECTUS AND VERIZON SHARE URGED TO READ CAREFULLY THE PRELIMINARY PROXY STATEMENT, EACH TOGETHER WITH OTHER RELIMINARY PROXY STATEMENT, EACH TOGETHER WITH OTHER EACH TOGETHE

#### PARTICIPANTS IN THE SOLICITATION

Verizon, Vodafone and their respective directors and executive officers may be deemed to be participants in the solicitation of the shareholders of Verizon in respect of the proposed transaction contemplated by the proxy statement. Information regarding persons who are, under the rules of the SEC, participants in the solicitation of the shareholders of Verizon in connection with transaction, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the prel statement filed by Verizon with the SEC. Information regarding Verizon s directors and executive officers is contained in Ver Report on Form 10-K for the year ended December 31, 2012 and its Proxy Statement on Schedule 14A, dated March 18, 2013 filed with the SEC. Information regarding Vodafone s directors and executive officers is contained in Vodafone s Annual Re 20-F for the year ended March 31, 2013, which is filed with the SEC.



Acquisition of Vodafone s 45% Interest in Verizon Wireless

Sole ownership drives strategic and financial benefits across entire business

Accretive to earnings per share at close of transaction

Access to all of wireless cash flows

Favorable capital markets environment

U.S. wireless marketplace in growth phase

No integration risk Transaction is a natural 3