

BT GROUP PLC
Form 6-K
January 10, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

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

Date of Announcement: 10 January 2013

BT Group plc

(Translation of registrant's name into English)

BT Group plc
81 Newgate Street
London
EC1A 7AJ
England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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): 82-

FORM 8 (DD)

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN CONCERT
(INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY INVESTMENT CLIENTS)
Rules 8.1, 8.2 and 8.4 of the Takeover Code (the "Code")**

1. KEY INFORMATION

- (a) Identity of the party to the offer or person acting in concert making the disclosure: British Telecommunications PLC
- (b) Owner or controller of interests and short positions disclosed, if different from 1(a):
The naming of nominee or vehicle companies is insufficient
- (c) Name of offeror/offeree in relation to whose relevant securities this form relates: Tikit Group PLC
Use a separate form for each offeror/offeree
- (d) Status of person making the disclosure: OFFEROR
e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)
- (e) Date dealing undertaken: 10 January 2013
- (f) Has the party previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer? YES
If YES, specify which:
disclosure in Rule 2.7
announcement and opening
position disclosure, both dated
14 November 2012, in respect
of Tikit Group PLC

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing

Class of relevant security: 10 pence ordinary share

	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	One	0.00	None	
(2) Derivatives (other than options):	None		None	
(3) Options and agreements to purchase/sell:	None		None	
TOTAL:	One	0.00	None	

All interests and all short positions should be disclosed.

Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities (including directors' and other executive options)

Class of relevant security in relation to None which subscription right exists:

Details, including nature of the rights None concerned and relevant percentages:

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE

(a) Purchases and sales

Class of relevant security	Purchase/sale	Number of securities	Price per unit
None			

(b) Derivatives transactions (other than options)

Class of relevant security	Product description	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit
	e.g. CFD			

None

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit
----------------------------	--------------------------------------	--	--	-------------------------	-----------------------------------	-------------	-------------------------------------

None

(ii) Exercising

Class of relevant security	Product description e.g. call option	Number of securities	Exercise price per unit
----------------------------	--------------------------------------	----------------------	-------------------------

None

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing e.g. subscription, conversion	Details	Price per unit (if applicable)
10 pence ordinary share	Subscription	British Telecommunications PLC has subscribed for one ordinary share of 10 pence in the capital of Tikit Group PLC	416 pence*

*This dealing has been carried out in relation to British Telecommunications PLC's ("BT") recommended cash offer for Tikit Group PLC ("Tikit") to be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme"). For the purposes of implementing the Scheme, BT has subscribed for one ordinary share of 10 pence in the capital of Tikit.

The Takeover Panel Executive has confirmed that this dealing has no Code consequences.

The currency of all prices and other monetary amounts should be stated.

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:

If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

o(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)

NO

Supplemental Form 8 (SBL)

NO

Date of disclosure:

10 January 2013

Contact name:

Daniel Fitz, General Counsel

Damien Maltarp, Director, Investor
Relations

Telephone number:

Daniel Fitz: 0207 356 6279

Damien Maltarp: 0207 356 4909

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

Edgar Filing: BT GROUP PLC - Form 6-K

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.

BT Group plc
(Registrant)

By: /s/ Dan Fitz, Company Secretary

Dan Fitz, Company Secretary.

Date 10 January 2013