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May 31, 2008

United States Securities and Exchange Commission
The Office of International Corporate Finance
100 F Street, N.E.
Mail Stop: Room 3628
Washington, DC 20549

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



08003072

SUPL

**RE: Micro Focus International plc, File No. 82-34962
Rule 12g3-2(b) Home Country Disclosure**

Dear Sir/Madam:

Attached, please find the Home Country Disclosures required under the Rule 12g3-2(b) for Micro Focus International plc, File No. 82-34962. These items are listed in the Amended Exhibit B of the Micro Focus 12g3-2(b) Application as items not included on the Micro Focus website, but that were filed with Micro Focus's home country regulators. Included in this package are:

1. Form 88(2) dated April 29, 2008 – "Return of Allotment of Shares"
2. Form 88(2) dated April 29, 2008 – "Return of Allotment of Shares"
3. Form 88(2) dated May 2, 2008 – "Return of Allotment of Shares"
4. Form 363a dated May 21, 2008 – "Annual Return"

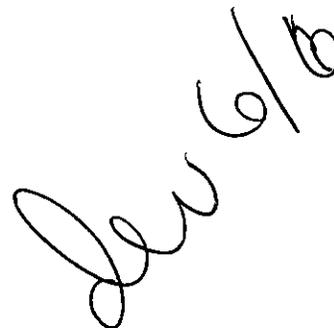
If there are any questions regarding this packaged or the materials submitted, please do not hesitate to contact me at 301-838-5180.

Sincerely,



Courtney L. Wood
Senior Corporate Counsel
Micro Focus
Phone: 301.838.5180
Fax: 301.838.5034
Email: Courtney.Wood@microfocus.com

PROCESSED
JUN 10 2008 *E*
THOMSON REUTERS





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88(2)

OFFICE OF THE REGISTRAR OF COMPANIES

Return of Allotment of Shares

Please complete in typescript, or in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

Shares allotted (including bonus shares):

Date or period during which shares were allotted
(If shares were allotted on one date enter that date in the "from" box)

From			To		
Day	Month	Year	Day	Month	Year
29	04	2008			

Class of shares
(ordinary or preference etc)

ORDINARY

ORDINARY

ORDINARY

Number allotted

3900

2625

Nominal value of each share

10 PENCE

10 PENCE

10 PENCE

Amount (if any) paid or due on each share
(including any share premium)

0.055110

0.05495

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)

Companies House receipt date barcode
This form has been provided free of charge by Companies House.

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

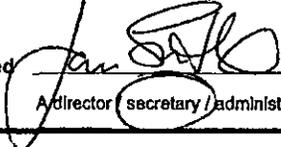
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name HSBC Global Custody Nominee/UK/Limited A/c 813259 Part ID BH01 <hr/> Address Mariner House, Pepys Street, London <hr/> UK Postcode E C 3 N 4 D A	Class of shares allotted ORDINARY	Number allotted 6525
Name <hr/> Address <hr/> <hr/> UK Postcode		
Name <hr/> Address <hr/> <hr/> UK Postcode		
Name <hr/> Address <hr/> <hr/> UK Postcode		
Name <hr/> Address <hr/> <hr/> UK Postcode		

Please enter the number of continuation sheets (if any) attached to this form

0

Signed 

Date 15/5/08

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc	
The Lawn, 22-30 Old Bath Road	
Newbury, Berkshire, RG14 1QN	Tel 01635 565353
DX number	DX exchange



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2008 JUN -5 P 2.04

OFFICE OF THE REGISTRAR OF COMPANIES

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

Shares allotted (Including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	2	9	04	2	0	08

Class of shares <i>(ordinary or preference etc)</i>	ORDINARY	ORDINARY	ORDINARY
Number allotted	1125	1875	7200
Nominal value of each share	10 PENCE	10 PENCE	10 PENCE
Amount (if any) paid or due on each share <i>(including any share premium)</i>	0.00337	0.00910	0.05551

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
---	--	--	--

Consideration for which the shares were allotted
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)

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DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name <u>HSBC Global Custody Nominee/UK Limited A/c 813259 Part ID BH01</u> Address <u>Mariner House, Pepys Street,</u> <u>London</u> UK Postcode <u>E C 3 N 4 D A</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>10,200</u>
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____

Please enter the number of continuation sheets (if any) attached to this form

0

Signed 

Date 15/5/08

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

<u>Jennie Hyde, Micro Focus International plc</u>	
<u>The Lawn, 22-30 Old Bath Road</u>	
<u>Newbury, Berkshire, RG14 1QN</u>	<u>Tel 01635 565353</u>
DX number _____	DX exchange _____



88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

05134647

Company name in full

Micro Focus International plc

Shares allotted (Including bonus shares):

Date or period during which
shares were allotted
*(If shares were allotted on one date
enter that date in the "from" box)*

From			To		
Day	Month	Year	Day	Month	Year
0	2	0 5	2	0	0 8

Class of shares
(ordinary or preference etc)

ORDINARY		
Number allotted	525	
Nominal value of each share	10 PENCE	
Amount (if any) paid or due on each share <i>(including any share premium)</i>	0.05510	

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

--	--	--

Consideration for which
the shares were allotted
*(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 86(3) if the
contract is not in writing)*

Companies House receipt date barcode
**This form has been provided free of charge
by Companies House.**

**When you have completed and signed the form send it to
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Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

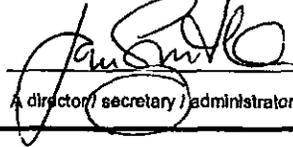
Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>HSBC Global Custody Nominee/UK/Limited A/c 813259 Part ID BH01</u> Address <u>Mariner House, Pepys Street,</u> <u>London</u> UK Postcode <u>E C 3 N 4 D A</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>525</u>
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u> L L L L L L L</u>	Class of shares allotted _____	Number allotted _____

Please enter the number of continuation sheets (if any) attached to this form

Signed 

Date 27/5/08

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International plc	
The Lawn, 22-30 Old Bath Road	
Newbury, Berkshire, RG14 1QN	Tel 01635 565353
DX number	DX exchange



363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP029

Company Number 5134647

Company Name In full Micro Focus International Plc

Date of this return

The information in this return is made up to

Day Month Year

2 1 / 0 5 / 2 0 0 8

Date of next return

If you wish to make your next return
to a date earlier than the anniversary
of this return please show the date here.
Companies House will then send a form
at the appropriate time.

Day Month Year

2 1 / 0 5 / 2 0 0 9

Registered Office

Show here the address at the date of
this return.

The Lawn

22-30 Old Bath Road

Any change of
registered office
must be notified
on form 287.

Post town

Newbury

County / Region

Berkshire, United Kingdom

UK Postcode

R G 1 4 1 Q N

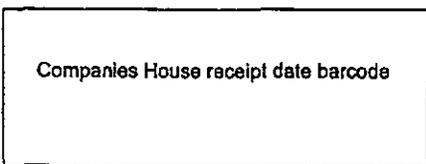
Principal business activities

Show trade classification code number(s)
for the principal activity or activities.

7415

7222

If the code number cannot be determined,
give a brief description of principal activity.



Form April 2002

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Equiniti Registrars
Aspect House, Spencer Road
Post town Lancing
County/Region West Sussex UK Postcode B N 9 9 6 D A

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town
County/Region UK Postcode

Company type

- Public limited company
- Private company limited by shares
- Private company limited by guarantee without share capital
- Private company limited by shares exempt under section 30
- Private company limited by guarantee exempt under section 30
- Private unlimited company with share capital
- Private unlimited company without share capital

Please tick the appropriate box

Company Secretary

* Voluntary details

(Please photocopy this area to provide details of joint secretaries).

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Details of a new company secretary must be notified on form 288a.

Name * Style / Title Ms
Forename(s) Jane Caroline Grantham
Surname Smithard
Address †† Garden Flat
24 Sutherland Street
Post town London
County/ Region London UK Postcode S W 1 V 4 L A
Country England

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Directors in the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Mr

Day Month Year

Date of Birth 0 9 / 0 4 / 1 9 6 7

Forename(s) Prescott Hillary

Surname Ashe

Address †† 2415 Bay Street

Post town San Francisco

County / Region CA94123 UK Postcode

Country United States Nationality United States Citizen

Business occupation Company Director

* Voluntary details.

Directors in the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Mr

Day Month Year

Date of Birth 2 7 / 0 1 / 1 9 6 5

Forename(s) Nicholas Paul Seaton

Surname Bray

Address †† 143 Pack Lane

Post town Basingstoke

County / Region Hampshire UK Postcode R G 2 2 5 H N

Country England Nationality British

Business occupation Finance Director

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Mr
 Day Month Year
 Date of Birth 2 5 / 0 4 / 1 9 5 6
 Forename(s) David Caldwell
 Surname Dominik
 Address ^{††} 2733 Teton Pines Drive
 Post town Wilson
 County / Region WY83014 UK Postcode
 Country United States Nationality United States Citizen
 Business occupation Company Director

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Mr
 Day Month Year
 Date of Birth 3 0 / 1 2 / 1 9 6 1
 Forename(s) Stephen Paul Caulfield
 Surname Kelly
 Address ^{††} Two Oaks, 36 Esher Park Avenue
 Post town Esher
 County / Region Surrey UK Postcode K T 1 0 9 N X
 Country England Nationality British
 Business occupation CEO

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name	* Style / Title	Mr	
		Day	Month Year
Date of Birth		3	0 / 0 1 / 1 9 5 9
Forename(s)	Kevin		
Surname	Loosemore		
Address ††	Park House		
	30 Albert Road		
Post town	Cheltenham		
County / Region	Gloucestershire	UK Postcode	G L 5 2 2 Q X
Country	England	Nationality	British
Business occupation	Company Director		

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name	* Style / Title	Mr	
		Day	Month Year
Date of Birth		1	8 / 0 9 / 1 9 5 5
Forename(s)	David Ossian		
Surname	Maloney		
Address ††	64 Ledborough Lane		
Post town	Beaconsfield		
County / Region	Buckinghamshire	UK Postcode	H P 9 2 D G
Country	England	Nationality	British
Business occupation	Company Director		

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Directors in the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Dr
 Day Month Year
 Date of Birth 1 4 / 0 1 / 1 9 6 4
 Forename(s) Paul
 Surname Pester
 Address †† Rectory Meadow
The Street, Bramerton
 Post town Bramerton
 County / Region Norfolk UK Postcode N R 1 4 7 D W
 Country England Nationality British
 Business occupation Company Director

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, or Scottish firm, give the registered or principal office address

Name * Style / Title Mr
 Day Month Year
 Date of Birth 1 0 / 1 1 / 1 9 6 0
 Forename(s) Tom
 Surname Skelton
 Address †† 9101 Tealby Place
 Post town Raleigh
 County / Region NC27615 UK Postcode
 Country United States Nationality United States Citizen
 Business occupation Company Director



**List of past and present shareholders
Schedule to form 363a**

CHFP029

Company Number 5134647

Company Name In full Micro Focus International Plc

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	
		Class and number of shares or amount of stock transferred	Date of registration of transfer
Name <u>SEE ATTACHED CD</u> _____ Address _____ _____ _____ _____ UK Postcode <u> L L L L L L L L</u>			
Name _____ Address _____ _____ _____ _____ UK Postcode <u> L L L L L L L L</u>			
Name _____ Address _____ _____ _____ _____ UK Postcode <u> L L L L L L L L</u>			

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
Ordinary shares of 10p each	200,435,081	£ 20,043,508.10
Totals	200,435,081	£ 20,043,508.10

List of past and present shareholders

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

on paper In another format

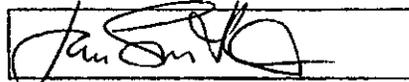
A list of changes is enclosed

A full list of shareholders is enclosed

Certificate

I certify that the information given in this return is true to the best of my Knowledge and belief.

Signed



Date 27/05/2008

† Please delete as appropriate.

† a director (secretary)

If you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.

This return includes continuation sheets
(enter number)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Jennie Hyde, Micro Focus International Plc

The Lawn, 22-30 Old Bath Road, Newbury, Berkshire

RG14 1QN Tel 01635 565353

DX number DX exchange

END