

LUXOTTICA GROUP SPA  
Form 6-K  
November 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

November 22, 2010

COMMISSION FILE NO. 1 10421

**LUXOTTICA GROUP S.p.A.**

**VIA C. CANTÙ 2, MILAN, 20123 ITALY**  
(Address of principal executive office)

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     Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by

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Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by

Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form,  
the registrant is also thereby furnishing the information to the Commission pursuant to

Rule 12g3-2(b) under the Securities Exchange Act of 1934.      Yes     No

If  is marked, indicate below the file number assigned to the registrant in connection with

Rule 12g3-2(b): 82-

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On November 10, 2010, Luxottica Group S.p.A. (the Company) closed an offering in Europe to institutional investors of Euro 500 million of senior unsecured guaranteed notes due November 10, 2015 (the Notes). Interest on the Notes accrues at 4.00 percent per annum. The Notes are guaranteed on a senior unsecured basis by Luxottica U.S. Holdings Corp. and Luxottica S.r.l., both wholly-owned subsidiaries of the Company. The Notes can be prepaid at the option of the Company under certain circumstances. The proceeds from the Notes are being used for general corporate purposes.

EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Exhibit</b>  |
|-----------------------|---|
| 4.27                  | Subscription Agreement, dated November 9, 2010, by and among Luxottica Group S.p.A., Luxottica U.S. Holdings Corp., Luxottica S.r.l. and BNP Paribas, Banca IMI S.p.A., Deutsche Bank AG, London Branch and Mediobanca Banca di Credito Finanziario S.p.A., as Joint Lead Managers                            |
| 4.28                  | Trust Deed, dated as of November 10, 2010, by and among Luxottica Group S.p.A., as Issuer, Luxottica U.S. Holdings Corp. and Luxottica S.r.l., as Original Guarantors, and BNP Paribas Trust Corporation UK Limited, as Trustee.  |
| 4.29                  | Paying Agency Agreement, dated as of November 10, 2010, by and among Luxottica Group S.p.A., as Issuer, Luxottica U.S. Holdings Corp and Luxottica S.r.l., as Guarantors, BNP Paribas Trust Corporation UK Ltd, as Trustee and BNP Paribas Securities Services, Luxembourg Branch, as Principal Paying Agent. |

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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.

LUXOTTICA GROUP S.p.A.

Date: November 22, 2010

By: /s/ ENRICO CAVATORTA  
ENRICO CAVATORTA  
CHIEF FINANCIAL OFFICER