

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **1997-03-10** | Period of Report: **1997-03-07**
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FILER

MICRO FOCUS GROUP PUBLIC LIMITED COMPANY

CIK: **881581** | IRS No.: **000000000** | State of Incorporation: **X0** | Fiscal Year End: **0131**
Type: **6-K** | Act: **34** | File No.: **000-19696** | Film No.: **97554047**
SIC: **3577** Computer peripheral equipment, nec

Mailing Address

*MICRO FOCUS GROUP
PUBLIC LIMITED CO
2465 EAST BAYSHORE ROAD
PALO ALTO CA 94303*

Business Address

*THE LAWN OLD BATH ROAD
NEWBURY ENGLAND X0*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13A-16 OR 15D-15 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 7, 1997

Micro Focus Group Public Limited Company
(Translation of Registrant's Name Into English)

The Lawn, Old Bath Road, Newbury, England RG14 1QN
(Address of Principal Executive Offices)

(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 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 X

No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2 (b): 82-795.)

COMPANY ANNOUNCEMENTS OFFICE

DEALING BY A SUBSTANTIAL SHAREHOLDER

Name of Company: Micro Focus Group plc
Name of Shareholder: Paul O'Grady
Number of shares sold: 50,000 (0.33%)
Class of security: 10p Ordinary
Date Company was informed: 7th March 1997
Total holding following this notification: 774,588
Total % holding following this notification: 5.11%

Any queries please contact: K Watt
Telephone no: 01635 565489
Date: 7th March 1997

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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, thereunto duly authorized.

Micro Focus Group Public Limited Company

(Registrant)

Date: March 10, 1997

By: /s/ Loren E. Hillberg

Loren E. Hillberg, Secretary