

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 6-K**

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

**For the month of November 2006**

**Commission File Number 000-51122**

**pSivida Limited**

(Translation of registrant's name into English)

**Level 12 BGC Centre  
28 The Esplanade  
Perth WA 6000  
Australia**

(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  Form 40-F

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

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

**The documents attached as Exhibit 99.1 and Exhibit 99.2 to this Report on Form 6-K are hereby incorporated by reference herein and into the following registration statements: (i) the Registrant's Registration Statement on Form F-3, Registration No. 333-132776; (ii) the Registrant's Registration Statement on Form F-3, Registration No. 333-132777; and (iii) the Registrant's Registration Statement on Form F-3, Registration No. 333-135428.**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, pSivida Limited, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: **November 16, 2006**

**PSIVIDA LIMITED**

B/s/ Michael J. Soja

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Michael J. Soja  
Vice President, Finance and Chief Financial Officer

**EXHIBIT INDEX**

- EXHIBIT 99.1:** Notice re: Temporary Restrictions Instituted on Withdrawal of Ordinary Shares from pSivida Limited's American Depositary Receipts Program
- EXHIBIT 99.2:** Instructions Letter, dated November 16, 2006
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**Temporary Restrictions Instituted on Withdrawal of Ordinary Shares from pSivida Limited's American Depositary Receipts Program**

A temporary restriction has been instituted on withdrawals of ordinary shares from pSivida Limited's American Depositary Receipts program administered by Citibank, N.A. Until the Company completes a prospectus filing in Australia, withdrawals of ordinary shares will not be permitted in respect of American Depositary Shares (ADSs) purchased on or after November 20, 2006.

Until further notice, all requests to Citibank, N.A. for the withdrawal of ordinary shares from the deposit facility must be accompanied by a withdrawal certification in the form appended below.

The restrictions will terminate upon the earlier of the Company's completion of the prospectus filing or December 30, 2006.

Questions can be directed to Brian Leedman, Investor Relations, pSivida Limited, Tel: +61 (8) 9226 5099; email: [brianl@psivida.com](mailto:brianl@psivida.com).

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**APPENDIX  
WITHDRAWAL CERTIFICATION**

\_\_\_\_\_, 2006

pSivida Limited  
Level 12 BGC Centre  
28 The Esplanade  
Perth, WA 6000  
Australia

**By Hand**

Citibank, N.A.  
111 Wall Street, 15<sup>th</sup> Floor / Zone 8  
New York, New York 10043  
Attn.: Margie Beckman

**By Mail**

Citibank, N.A.  
111 Wall Street, 15<sup>th</sup> Floor, Zone 8  
New York, New York 10043  
Zip Code for Registered and Regular Mail: 10043  
Zip Code for Overnight Mail: 10005  
Attn.: Margie Beckman

**Re: pSivida Limited ADSs**

Dear Sirs:

Reference is hereby made to (i) the Deposit Agreement, dated as January 24, 2005 (the "Deposit Agreement"), by and among pSivida Limited (the "Company"), Citibank, N.A., as Depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares (the "ADSs") evidenced by American Depositary Receipts (the "ADRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given to them in the Deposit Agreement.

This Withdrawal Certification is being furnished in connection with the withdrawal of Shares upon surrender of the ADSs to the Depository.

A. We certify that we are the Beneficial Owner(s) of the ADSs presented herewith for cancellation and we acquired the ADSs prior to November 20, 2006; and

B. We acknowledge that the Company and the Depository will rely upon the truth and accuracy of the foregoing certification.

Very truly yours,

**[INSERT NAME OF SURRENDERING HOLDER]**

\_\_\_\_\_  
\_\_\_\_\_

Name:  
Title:  
Date:

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pSivida Limited  
Level 12 BGC Centre  
28 The Esplanade  
Perth, WA 6000  
Australia

November 16, 2006

Citibank, N.A. - ADR Department  
388 Greenwich Street, 14<sup>th</sup> Floor  
New York, New York 10013

Re: pSivida Limited ADSs

Ladies and Gentlemen:

Reference is made to (i) the Deposit Agreement, dated as of January 24, 2005 (the "Deposit Agreement"), by and among pSivida Limited, a company organized under the laws of the Commonwealth of Australia (the "Company"), Citibank, N.A., as Depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares ("ADSs") evidenced by American Depositary Receipts ("ADRs") issued thereunder, and (ii) the Letter Agreement, dated as of December 30, 2005 (the "CDS Letter Agreement"), by and between the Company and the Depositary, in respect of the issuance of Restricted American Depositary Shares ("Restricted ADSs") in connection with the acquisition by the Company of Control Delivery Systems, Inc. (the "CDS Acquisition"). All capitalized terms used, but not otherwise defined, herein shall have the meaning given to such terms in the CDS Letter Agreement or, if not defined in the CDS Letter Agreement, the Deposit Agreement.

The Depositary has received evidence from the Company's U.S. counsel that the Resale Registration Statement has been declared effective by the Commission. The Company understands that a number of Beneficial Owners of Restricted ADSs have converted or intend to exchange the Restricted ADSs issued as part of the CDS Acquisition into ADSs in connection with resale transactions covered by the Resale Registration Statement.

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The Company is in the process of obtaining the requisite approvals in Australia to make the Shares represented by the Restricted ADSs issued in the CDS Acquisition freely transferable under Australian law.

The Company hereby instructs the Depositary to require all persons presenting ADSs to the Depositary for cancellation and withdrawal of the corresponding Shares to deliver a withdrawal certification in the form attached hereto as Exhibit A (the "Withdrawal Certification(s)") and to require the delivery of Withdrawal Certifications in connection with all cancellations of ADSs for the purpose of withdrawing Shares until such time as the Company has confirmed to the Depositary in writing that (i) the applicable approvals have been obtained in Australia to make the Shares represented by Restricted ADSs issued in the CDS Acquisition freely transferable, or (ii) the statutory period has expired and the Shares represented by the Restricted ADSs issued in the CDS Acquisition are, as a result, freely transferable under Australian law.

PSIVIDA LIMITED

By: /s/Michael J. Soja  
Name: Michael J. Soja  
Title: Vice President Finance and  
Chief Financial Officer

**EXHIBIT LIST**

- A. Form of Withdrawal Certification (*Included elsewhere on the Form 6-K to which this letter agreement is an Exhibit.*)
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