

SMITH & NEPHEW PLC
Form 20-F/A
May 21, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F/A

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

or

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-14978

Smith & Nephew plc
(Exact name of Registrant as specified in its charter)

England and Wales
(Jurisdiction of incorporation or organization)

15 Adam Street, London WC2N 6LA
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name on each exchange on which registered |
|-----------------------------|---|
| American Depositary Shares | New York Stock Exchange |
| Ordinary Shares of 20¢ each | New York Stock Exchange* |

*Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 951,021,116 Ordinary Shares of 20¢ each

Indicate by check mark if the registrant is a well seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

If this Report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files): Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer:

Large Accelerated Filer Accelerated Filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board
 Other

If "Other" has been checked to the previous question indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this is an annual report, indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

Explanatory Note

This Amendment No. 1 to Form 20-F is filed solely to amend the Annual Report on Form 20-F for the fiscal year ended December 31, 2012, filed by Smith & Nephew plc (“Smith & Nephew”) on February 28, 2012 (the “Form 20-F”) in order to refile Exhibits 4(a)(iii) and 4(a)(iv).

Exhibit 4(a)(iii) is a transaction agreement (the “Agreement”) dated November 27, 2012 by and among Smith & Nephew Inc., Smith & Nephew Inc., Smith & Nephew Inc., Smith & Nephew Orthopaedics AG, Sudbury Acquisitions N.V., DFB Pharmaceuticals, Inc., Healthpoint, Ltd., Healthpoint International, LLC, DFB Biotech of Curaçao, N.V. and Healthpoint Canada ULC. Exhibit 4(a)(iv) is an amendment to the Agreement dated December 21, 2012 by and among DFB Pharmaceuticals, Inc. and Smith & Nephew, Inc. Portions of Exhibits 4(a)(iii) and 4(a)(iv) were redacted and filed separately with the Securities Exchange Commission pursuant to a request for confidential treatment. The purpose of this Amendment No. 1 to Form 20-F is to replace Exhibits 4(a)(iii) and 4(a)(iv) with new versions in which certain of the information previously redacted is now included without redaction. Exhibits 4(a)(iii) and 4(a)(iv) to this Amendment No. 1 to Form 20-F supersede and replace the corresponding exhibits originally filed with the Form 20-F. Certain other portions of these new versions of Exhibits 4(a)(iii) and 4(a)(iv) will continue to be redacted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

This Amendment No. 1 to Form 20-F, including revised Exhibits 4(a)(iii) and 4(a)(iv), speaks as of the date of the initial filing of the Form 20-F. Other than as described above, this Amendment No. 1 to Form 20-F does not, and does not purport to, amend, update or restate the information in the Form 20-F or reflect any events that have occurred after the Form 20-F was filed.

EXHIBIT INDEX

| Exhibit No. | Description of Document | Incorporated Herein by Reference To | Filed Herewith |
|-------------|---|---|----------------|
| 1 | Articles of Association | Form 20-F for the year ended December 31, 2011 filed on March 1, 2012 (File No. 1-14978) | |
| 4 (a) (i) | Material Contract: Facility Agreement and Appendices dated 9 December 2010 by and among Barclays Capital, BNP Paribas SA, Deutsche Bank AG, JP Morgan Chase, Lloyds Banking Group, Royal Bank of Scotland, Société Générale SA and Smith & Nephew plc | Form 20-F for the year ended December 31, 2010 filed on March 3, 2011 (File No. 1-14978) | |
| (ii) | Material contract: Share Purchase Agreement and Appendices dated 12 March 2007 by and among Hyos Invest Holding AG, Dr. U Sigg, Dr. R Riedweg, Active Investor AG, and Smith & Nephew International BV and Smith & Nephew plc | Form 20-F for the year ended December 31, 2006 filed on March 28, 2007 (File No. 1-14978) | |
| (iii)* † | Material contract: Transaction agreement dated November 27, 2012 by and among Smith & Nephew Inc., Smith & Nephew Inc., Smith & Nephew Orthopaedics AG, Sudbury Acquisitions N.V., DFB Pharmaceuticals, Inc., Healthpoint, Ltd., Healthpoint International, LLC, DFB Biotech of Curaçao, N.V. and Healthpoint Canada ULC. | | X |
| (iv)* † | Material Contract: Amendment to the transaction agreement dated December 21, 2012 by and among DFB | | X |

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Pharmaceuticals, Inc., and
Smith & Nephew, Inc.

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| 4 | (c) (i) | Service Agreement of Olivier Bohuon | Form 20-F for the year ended December 31, 2010 filed on March 3, 2011 (File No. 1-14978) |
| | (ii) | Retirement provisions for David J Illingworth | Form 20-F for the year ended December 31, 2010 filed on March 3, 2011 (File No. 1-14978) |
| | (iii) | Service Agreement of Julie Brown | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| | (iv) | Side letter to the Service Agreement of Julie Brown | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| | (v) | Letter of Appointment of Ian Barlow | Form 20-F for the year ended December 31, 2009 filed on March 26, 2010 (File No. 1-14978) |
| | (vi) | Letter of Re-Appointment of Joseph Papa | Form 20-F for the year ended December 31, 2011 filed on March 1, 2012 (File No. 1-14978) |
| | (vii) | Letter of Appointment of Ajay Piramal | Form 20-F for the year ended December 31, 2011 filed on March 1, 2012 (File No. 1-14978) |
| | (viii) | Letter of Appointment of The Rt. Hon Baroness Bottomley of Nettlestone DL | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| | (ix) | Letter of Re-Appointment of Richard De | Form 20-F for the year ended December 31, 2012 |

* Confidential treatment has been requested. Confidential material has been redacted and filed separately with the SEC.

† The exhibits and schedules to this agreement have been omitted from the filing. Smith & Nephew plc hereby agrees to furnish to the Securities and Exchange Commission, upon its request, a copy of any such omitted exhibits and schedules.

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| | Schutter | filed on February 28, 2013 (File No. 1-14978) |
| (x) | Letter of Re-Appointment of Pamela Kirby | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| (xi) | Letter of Re-Appointment of Brian Larcombe | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| (xii) | Letter of Re-Appointment of Rolf Stomberg | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| (xiii) | Letter of Appointment of Michael A Friedman | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) |
| 4 (c) (xiv) | The Smith & Nephew 2001 UK Approved Share Option Plan | Form 20-F for the year ended December 31, 2004 filed on March 16, 2005 (File No. 1-14978) |
| (xv) | The Smith & Nephew 2001 UK Unapproved Share Option Plan | Form 20-F for the year ended December 31, 2004 filed on March 16, 2005 (File No. 1-14978) |
| (xvi) | The Smith & Nephew 2001 US Share Plan | Registration Statement on Form S-8 No. 333-13694 filed on July 9, 2001 (File No. 1-14978) |
| (xvii) | The Smith & Nephew Sharesave Plan (2002) | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) |
| (xviii) | The Smith & Nephew International Sharesave Plan (2002) | Form 20-F for the year ended December 31, 2004 filed on March 16, 2005 (File No. 1-14978) |
| (xix) | The Smith & Nephew Italian Sharesave Plan (2002) | Form 20-F for the year ended December 31, 2002 filed on April |

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25, 2003 (File No. 1-14978)

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|----------------|---|---|
| (xx) | The Smith & Nephew Dutch Sharesave Plan (2002) | Form 20-F for the year ended December 31, 2002 filed in April 25, 2003 (File No. 1-14978) |
| (xxi) | The Smith & Nephew Belgian Sharesave Plan (2002) | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) |
| (xxii) | The Smith & Nephew French Sharesave Plan (2002) | Form 20-F for the year ended December 31, 2002 filed on April 25, 2003 (File No. 1-14978) |
| (xxiii) | Smith & Nephew Irish Employee Share Option Scheme | Form 20-F for the year ended December 31, 2003 filed on March 26, 2004 (File No. 1-14978) |
| (xxiv) | Smith & Nephew 2004 Executive Share Option Scheme | Registration statement on Form S-8 No. 333-122801 filed on February 14, 2005 (File No. 1-14978) |
| (xxv) | Smith & Nephew 2004 Performance Share Plan | Registration statement on Form S-8 No. 333-122801 filed on February 14, 2005 (File No. 1-14978) |
| (xxvi) | Smith & Nephew 2004 Co-investment Plan | Registration statement on Form S-8 No. 333-122801 filed on February 14, 2005 (File No. 1-14978) |
| (xxvii) | Smith & Nephew U.S. Employee Stock Purchase Plan | Registration statement on Form S-8 No. 333-12052 filed on May 30, 2000 (File No. 1-14978) |
| 4 (c) (xxviii) | Smith & Nephew Long Service Award Scheme | Registration Statement on Form S-8 No. 33-39814 filed on April 5, 1991 (File No. 1-14978) |
| (xxix) | Smith & Nephew 2004 Performance Share Plan | Registration statement on Form S-8 No. 333-155172 filed on November 7, 2008 (File No. 1-14978) |

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|------|----------|---|--|---|
| | (xxx) | Smith & Nephew 2001 US Share Plan | Registration statement on Form S-8 No. 333-155173 filed on November 7, 2008 (File No. 1-14978) | |
| | (xxxix) | Smith & Nephew plc Deferred Bonus Plan | Registration statement on Form S-8 No. 333-158239 filed on March 27, 2009 (File No. 1-14978) | |
| | (xxxii) | Smith & Nephew plc Global Share Plan 2010 | Registration statement on Form S-8 No. 333-168544 filed on August 5, 2010 (File No. 1-14978) | |
| | (xxxiii) | Smith & Nephew Sharesave Plan (2012) | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |
| | (xxxiv) | Smith & Nephew International Sharesave Plan (2012) | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |
| 8 | | Principal Subsidiaries | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |
| 12 | (a) | Certification of Olivier Bohuon, filed pursuant to Exchange Act Rule 13a-14(a) | | X |
| | (b) | Certification of Julie Brown filed pursuant to Exchange Act Rule 13a-14(a) | | X |
| 13 | (a) | Certification of Olivier Bohuon and Julie Brown furnished pursuant to Exchange Act Rule 13a-14(b) | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |
| 15.1 | | Consent of Independent Registered Public Accounting Firm | Form 20-F for the year ended December 31, 2012 filed on February 28, 2013 (File No. 1-14978) | |

Signature

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this amendment to the annual report on its behalf.

Smith & Nephew plc
(registrant)

By: /s/ Susan Swabey
Susan Swabey
Company Secretary

London, England
May 21, 2013
