

ASTRAZENECA PLC  
Form F-6  
November 14, 2014

As filed with the Securities and Exchange Commission on  
November 14, 2014

Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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ASTRAZENECA PLC  
(Exact name of issuer of deposited securities as specified in its charter)

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[N/A]  
(Translation of issuer's name into English)

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England  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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399 Park Avenue  
New York, New York 10043  
(877) 248-4237  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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CT Corporation System  
111 Eighth Avenue (13th floor)  
New York, New York 10011  
(212) 894-8940  
(Address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

John W. Banes, Esq.  
 Davis Polk & Wardwell LLP  
 99 Gresham Street  
 London EC2V 7NG  
 England

Herman H. Raspé, Esq.  
 Patterson Belknap Webb & Tyler  
 LLP  
 1133 Avenue of the Americas  
 New York, New York 10036

It is proposed that this filing become effective under Rule 466:  immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered  | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|---|-------------------------|--|---|----------------------------|
| American Depositary Shares (ADS(s)), each ADS representing the right to receive one (1) ordinary Share of AstraZeneca plc | 350,000,000 ADSs        | \$5.00                                     | \$17,500,000                                | \$2,033.50                 |

\* Each unit represents 100 ADSs.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American<br>Depository Receipt (“Receipt”)<br>Filed Herewith as Prospectus |
|--|--|
| 1. Name of Depositary and address of its principal executive office  | Introductory Paragraph.  |
| 2. Title of Receipts and identity of deposited securities  | Face of Receipt - Top Center.  |
| Terms of Deposit:  |  |
| (i) The amount of deposited securities represented by one American Depositary Share ("ADSs")                         | Face of Receipt - Upper right corner.  |
| (ii) The procedure for voting, if any, the deposited securities  | Paragraphs (11) and (12).  |
| (iii) The collection and distribution of dividends   | Paragraph (4) and (10).  |
| (iv) The transmission of notices, reports and proxy soliciting material  | Paragraphs (8) and (12).   |
| (v) The sale or exercise of rights   | Paragraphs (4), (5), (10) and (11).  |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Paragraphs (3), (4), (5), (10), and (13)   |
| (vii) Amendment, extension or termination of the deposit agreement   | Paragraphs (16) and (17) (no provision for extensions).  |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs | Paragraph (3).   |

|      |  |  |
|------|--|--|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (3), (4), (6), (7) and (9). |
|------|--|--|

| Item Number and Caption  | Location in Form of American<br>Depository Receipt (“Receipt”)<br>Filed Herewith as Prospectus |
|--|--|
| (x) Limitation upon the liability of the Depository                                | Paragraphs (5) and (14)  |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Paragraph (7).   |
| Item 2. AVAILABLE INFORMATION  | Paragraph (8).   |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement, by and among AstraZeneca PLC (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”).  Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby.  None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.  None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered.  Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466.  None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company.  Set forth on the signature pages hereto.



Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, by and among AstraZeneca PLC, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 14th day of November, 2014.

Legal entity created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive one (1) Share of AstraZeneca PLC

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith Galfo  
Name: Keith Galfo  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, AstraZeneca PLC certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in London, England on November 14, 2014.

ASTRAZENECA PLC

By: /s/ Pascal Soriot  
Name: Pascal Soriot  
Title: Chief Executive Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Pascal Soriot and Marc Dunoyer to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on November 14, 2014.

| Signature                                  | Title  |
|--|--|
| /s/ Leif Johansson<br>Leif Johansson       | Non-Executive Chairman of the Board of Directors |
| /s/ Pascal Soriot<br>Pascal Soriot         | Chief Executive Director and Executive Director  |
| /s/ Marc Dunoyer<br>Marc Dunoyer           | Chief Financial Officer and Executive Director   |
| /s/ John Varley<br>John Varley             | Non-Executive Director                           |
| /s/ Marcus Wallenberg<br>Marcus Wallenberg | Non-Executive Director                           |

| Signature  | Title                  |
|--|------------------------|
| /s/ Dame Nancy Rothwell<br>Dame Nancy Rothwell       | Non-Executive Director |
| /s/ Jean-Philippe Courtois<br>Jean-Philippe Courtois | Non-Executive Director |
| /s/ Rudy Markham<br>Rudy Markham                     | Non-Executive Director |
| /s/ Bruce Burlington<br>Bruce Burlington             | Non-Executive Director |
| /s/ Baroness Shriti Vadera<br>Baroness Shriti Vadera | Non-Executive Director |
| /s/ Geneviève Berger<br>Geneviève Berger             | Non-Executive Director |
| /s/ Graham Chipchase<br>Graham Chipchase             | Non-Executive Director |
| /s/ Ann Cairns<br>Ann Cairns                         | Non-Executive Director |
| Authorized Representative in<br>the U.S.             |                        |
| /s/ Richard Kenny<br>Richard Kenny                   |                        |

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Index to Exhibits

| Exhibit | Document  | Sequentially<br>Numbered Page |
|---------|---|-------------------------------|
| (a)     | Form of Amended and Restated<br>Deposit Agreement |                               |
| (d)     | Opinion of counsel to the Depositary              |                               |