

SYNGENTA AG
Form S-8
July 20, 2004

As filed with the Securities and Exchange Commission on July 20, 2004

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SYNGENTA AG

(Exact name of registrant as specified in its charter)

SWITZERLAND

(State or other jurisdiction of
incorporation or organization)

N/A

(I.R.S. Employer Identification No.)

**Schwarzwaldallee 215
4058 Basel
Switzerland
Telephone: 011 41 61 323 1111**
(Address of principal executive offices)

SYNGENTA DEFERRED SHARE PLAN (SHARE AWARDS)

(Full title of the plan)

**Elizabeth K. Quarles
Syngenta Corporation
2200 Concord Pike
Wilmington, DE 19803
(302) 425-2000**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (302) 425-2000

Copies to:

**Louis L. Goldberg, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount to Be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------|---|---|----------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-fifth of an Ordinary Share, nominal value CHF 10 each, of Syngenta AG | 660,000 | \$16.96 (2) | \$11,193,600 | \$1,419 (1) |

- (1) Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended solely for the purpose of computing the registration fee, based on the closing price of the securities being registered hereby on the New York Stock Exchange Composite Transaction Tape on July 14, 2004.

This Registration Statement Includes a Total of 20 Pages.

Exhibit Index on Page 4.

EXPLANATORY STATEMENT

This registration statement is filed to register additional American Depositary Shares ("ADSs") for issuance under the Syngenta Deferred Share Plan ("Share Awards"), in respect of which ADSs were previously registered on Form S-8, Reg. No. 333-101794 on December 12, 2002 (the "2002 Registration Statement"). Pursuant to General Instruction E of Form S-8, the 2002 Registration Statement is incorporated herein by reference.

PART I**ITEM 1. PLAN INFORMATION**

Not required to be filed with this registration statement.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

Not required to be filed with this registration statement.

PART II**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****ITEM 3. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Messrs. C. Maeder, General Counsel, and D. Heller, Company Secretary, hold equity securities of the Registrant with a value in excess of \$50,000.

ITEM 4. EXHIBITS

Exhibit
Number Exhibit

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- 4.1 English translation of the Articles of Incorporation (*Satzung*) of the Registrant (incorporated by reference to the Form F-1, Exhibit 3.1)
- 4.2 Form of Deposit Agreement dated as of November 13, 2000, among the Registrant, The Bank of New York as Depository, and all Owners and Beneficial Owners from time to time of American Depository Receipts issued thereunder (incorporated by reference to the Registrant's 1933 Act registration statement Form F-6 (Reg. No. 333-97301), Exhibit A)
- 5 Opinion of Christoph Maeder and Damian Heller regarding the legality of any original issuance securities being registered
- 23.1 Consent of Ernst & Young Ltd.
- 23.2 Consent of KPMG Fides Peat and PricewaterhouseCoopers AG
- 23.3 Consent of Messrs. Maeder and Heller (included in Exhibit 5)
- 24 Powers of Attorney (included on the signature page of the 2002 Registration Statement)
- 99.3 Syngenta Deferred Share Plan (Share Awards), with U.S. Addendum

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SIGNATURES

The Registrant. Pursuant to the requirements of the 1933 Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Basel, Switzerland on this 15th day of July, 2004.

SYNGENTA AG

By: /s/ Heinz Imhof

Name: Heinz Imhof

Title: Chairman

By: /s/ Michael Pragnell

Name: Michael Pragnell

Title: Chief Executive Officer

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Pursuant to the requirements of the 1933 Act, this registration statement has been signed by the following persons in the capacities set forth below on July 15, 2004.

SIGNATURE

TITLE

/s/ Heinz Imhof

Heinz Imhof

Chairman, Board of Directors

/s/ Michael Pragnell

Michael Pragnell

Chief Executive Officer and Member,
Board of Directors

/s/ Domenico Scala

Domenico Scala

Chief Financial Officer and Chief
Accounting Officer

/s/ Martin Taylor*

Martin Taylor

Vice Chairman, Board of Directors

/s/ Peggy Bruzelius*

Peggy Bruzelius

Member, Board of Directors

/s/ Peter Doyle*

Peter Doyle

Member, Board of Directors

/s/ Rupert Gasser*

Rupert Gasser

Member, Board of Directors

/s/ Pierre Landolt*

Pierre Landolt

Member, Board of Directors

/s/ Pedro Reiser*

Pedro Reiser

Member, Board of Directors

/s/ Rolf Watter*

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| | |
|-------------------------------|---|
| Rolf Watter | Member, Board of Directors |
| <hr/> | |
| /s/ Felix Weber* | |
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| Felix Weber | Member, Board of Directors |
| <hr/> | |
| /s/ Elizabeth K. Quarles | Authorized Representative in the United |
| <hr/> | |
| Elizabeth K. Quarles | States |
| <hr/> | |
| *By: /s/ Elizabeth K. Quarles | Attorney in Fact |
| Elizabeth K. Quarles | |

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Addendum

*Incorporated herein by reference