

NOVARTIS AG  
Form S-8 POS  
March 15, 2017

As filed with the Securities and Exchange Commission on March 15, 2017

Registration No. 333-198706

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Novartis AG**

(Exact name of registrant as specified in its charter)

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Switzerland

N/A

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(State or other jurisdiction of  
incorporation or organization)

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

**Lichtstrasse 35**

**CH-4056 Basel, Switzerland**

(Address of principal executive offices)

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**Novartis AG Long Term Incentive Plan**

**Novartis AG Deferred Share Bonus Plan**

(Full title of the plan)

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**Felix R. Ehrat**

**Novartis AG**

**Lichtstrasse 35**

**CH-4056 Basel, Switzerland**

(Name and address of agent for service)

**+41 61 324 1111**

(Telephone number, including area code, of agent for service)

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**Copy to:**

**David M. Lynn**

**G. Scott Lesmes**

Morrison & Foerster LLP

2000 Pennsylvania Avenue NW

Washington, D.C. 20006

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(202) 887-1563

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting  
company)

Smaller reporting company

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Registration Statement No. 333-198706 (the Registration Statement ) is being filed by Novartis AG to file amended plans as Exhibits 4.8 and 4.9 and to update Exhibits 4.1 and 4.2 by cross reference. The Registration Statement is hereby amended to replace Exhibits 4.8 and 4.9 to the Registration Statement with the amended plans and to update Exhibits 4.1 and 4.2 by cross reference.

**Item 8.**

**EXHIBITS**

See Exhibit Index which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 15th day of March, 2017.

NOVARTIS AG

By: /s/ Harry Kirsch  
Name: Harry Kirsch  
Title: Chief Financial Officer

By: /s/ Felix R. Ehrat  
Name: Felix R. Ehrat  
Title: General Counsel

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the indicated capacities on the 15th day of March, 2017.

| <b>SIGNATURE</b>                 | <b>TITLE</b>  |
|----------------------------------|---|
| *<br>Joseph Jimenez              | Chief Executive Officer<br>(principal executive officer)                |
| /s/ Harry Kirsch<br>Harry Kirsch | Chief Financial Officer<br>(principal financial and accounting officer) |
| *<br>Dr. Joerg Reinhardt         | Chairman of the Board of Directors                                      |
| *<br>Dr. Enrico Vanni            | Vice-Chairman of the Board of Directors                                 |
| Dr. Nancy C. Andrews             | Director  |
| *<br>Dr. Dimitri Azar            | Director  |
| Ton Buechner                     | Director  |
| *<br>Dr. Srikant Datar           | Director  |

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|  |                                |
|--|--------------------------------|
| Elizabeth Doherty                      | Director                       |
| *<br>Ann Fudge                         | Director                       |
| Frans von Houten                       | Director                       |
| *<br>Dr. Pierre Landolt                | Director                       |
| *<br>Dr. Andreas von Planta            | Director                       |
| *<br>Dr. Charles L. Sawyers            | Director                       |
| *<br>William T. Winters                | Director                       |
| /s/ Barry Rosenfeld<br>Barry Rosenfeld | Authorized U.S. Representative |

\*By: /s/ Harry Kirsch  
Harry Kirsch  
Attorney-in-Fact

\*By: /s/ Felix R. Ehrat  
Felix R. Ehrat  
Attorney-in-Fact

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below on this 15th day of March, 2017 by the undersigned as the duly authorized representative of Novartis AG in the United States.

/s/ Barry Rosenfeld  
Barry Rosenfeld  
  
New York, New York

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Exhibit</b>   |
|---------------------------|--|
| 4.1                       | Articles of Incorporation of Novartis AG, as amended February 23, 2016 (English translation) (incorporated by reference to Exhibit 1.1 to Novartis AG's Annual Report on Form F-20 for the year ended December 31, 2016 as filed with the Commission on January 25, 2017)  |
| 4.2                       | Regulations of the Board and Committee Charters of Novartis AG, as amended in relevant part January 1, 2014, March 1, 2015 and November 1, 2015 (incorporated by reference to Exhibit 1.2 to Novartis AG's Annual Report on Form F-20 for the year ended December 31, 2015 as filed with the Commission on January 27, 2016)   |
| 4.3                       | Amended and Restated Deposit Agreement, dated as of May 11, 2000 among Novartis AG, JPMorgan Chase Bank (fka Morgan Guaranty Trust Company of New York), as depositary, and all holders from time to time of ADRs issued thereunder (incorporated by reference to Exhibit (a)(1) to Post-Effective Amendment No. 1 to Novartis AG's registration statement on Form F-6 (File No. 333-11758) filed September 8, 2000) |
| 4.4                       | Amendment No. 1 to the Amended and Restated Deposit Agreement (incorporated by reference to Exhibit (a)(2) to Post-Effective Amendment No. 1 to Novartis AG's registration statement on Form F-6 (File No. 333-11758) filed September 8, 2000)   |
| 4.5                       | Restricted Issuance Agreement dated as of January 11, 2002 among Novartis AG, JPMorgan Chase Bank, as depositary, and all holders from time to time of ADRs issued thereunder (incorporated by reference to Exhibit 4 to Novartis AG's registration statement on Form F-3 (File No. 333-81862) filed on January 31, 2002)  |
| 4.6                       | Amendment No. 2 to the Amended and Restated Deposit Agreement (incorporated by reference to Exhibit (a)(3) to Novartis AG's registration statement on Form F-6 (File No. 333-13446) filed on May 7, 2001)  |
| 4.7                       | Letter Agreement dated December 14, 2007 between Novartis AG and JPMorgan Chase Bank, as depositary (incorporated by reference to Exhibit 2.4 to Novartis AG's Annual Report on Form 20-F for the year ended on December 31, 2007 as filed with the Commission on January 28, 2008)  |
| 4.8                       | Novartis AG Long Term Incentive Plan, as amended through January 1, 2017   |
| 4.9                       | Novartis AG Deferred Share Bonus Plan, as amended through January 1, 2016  |
| 23.1                      | Consent of Independent Auditors - PricewaterhouseCoopers AG*   |
| 24                        | Powers of Attorney*  |

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\* Previously filed