

SMITH & NEPHEW PLC  
Form F-6 POS  
February 10, 2010

As filed with the Securities and Exchange Commission on February 10, 2010

Registration No. 333-111088

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST EFFECTIVE AMENDMENT NO. 1 TO THE

**FORM F-6**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

**SMITH & NEPHEW PLC**

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

N/A

(Translation of issuer's name into English)

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ENGLAND AND WALES

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

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.

**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(c) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(c) may determine.**

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis No. 333-11076).

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depository and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit of

Articles number 2, 3, 4, 5, 6, 8 and

withdraw the underlying securities

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(x) Limitation upon the liability of the depository

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of November 16, 1999, as amended and restated as of August 7, 2000, and amended and restated as of December 15, 2003 and as further amended and restated as of \_\_\_\_\_, 2010, among Smith & Nephew plc, The Bank of New York Mellon as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of Letter Agreement among Smith & Nephew plc and The Bank of New York Mellon relating to pre-release activities. Filed herewith as Exhibit 2.

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. - See (a) and (b) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Previously Filed.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

Undertakings

Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 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 February 10, 2010.

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Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, of Smith & Nephew plc.

By:

The Bank of New York Mellon,  
As Depositary

By: /s/ David S. Stueber

Name: David S. Stueber

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, **SMITH & NEPHEW PLC** has 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 London, England on February 10, 2010.

**SMITH & NEPHEW PLC**

By: /s/ Susan Henderson

Name: Susan Henderson

Title: Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on February 10, 2010.

/s/ John Buchanan

/s/ Robert Lucas

Name: John Buchanan

Name: Robert Lucas



Independent Non-Executive Chairman

Authorized U.S. Representative

/s/ David J. Illingworth

Name: David J. Illingworth

Executive Director, Principal Executive Officer

/s/ Adrian Hennah

Name: Adrian Hennah

Executive Director, Principal Financial

and Accounting Officer

/s/ Dr. Pamela J. Kirby

Name: Dr. Pamela J. Kirby

Independent Non-Executive Director

/s/ Warren D. Knowlton

Name: Warren D. Knowlton

Independent Non-Executive Director

/s/ Brian Larcombe

Name: Brian Larcombe

Independent Non-Executive Director

/s/ Joseph C. Papa

Name: Joseph C. Papa

Independent Non-Executive Director

/s/ Richard De Schutter

Name: Richard De Schutter

Independent Non-Executive Director

/s/ Dr. Rolf W.H. Stomberg

Name: Dr. Rolf W.H. Stomberg

Independent Non-Executive Director

Exhibit

Number

Exhibit

1

Form of Deposit Agreement dated as of November 16, 1999,  
as amended and restated as of August 7, 2000, as amended and  
restated as of December 15, 2003 and as further amended  
and restated as of \_\_\_\_\_, 2010, among Smith & Nephew plc,  
The Bank of New York Mellon as Depositary, and all Owners and holders  
from time to time of American Depositary Receipts issued thereunder.

2

Form of Letter Agreement among Smith & Nephew plc and  
The Bank of New York Mellon relating to pre-release activities.

4

Previously Filed.