

Edgar Filing: NOVO NORDISK A S - Form 6-K/A

NOVO NORDISK A S  
Form 6-K/A  
December 15, 2004

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

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FORM 6-K/A

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REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

DECEMBER 15, 2004

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NOVO NORDISK A/S  
(Exact name of Registrant as specified in its charter)

NOVO ALLE  
DK-2880, BAGSVAERD  
DENMARK  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g-32(b):82-\_\_\_\_\_

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This amendment Form 6-K/A filing is being made due to a missing cover page and signature page, the original filing was timely filed on November 16, 2004

DIRECTOR SHAREHOLDING

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HOLDING OF NOVO NORDISK SHARES BY THE MEMBERS OF THE BOARD OF DIRECTORS, OF EXECUTIVE MANAGEMENT AND ALL INSIDERS AND CONNECTED PERSONS AS PER 11 NOVEMBER 2004

In accordance with Section 37 of the Danish Securities Trading Act, Novo Nordisk is required on a quarterly basis after the closure of the trading window to publish holdings of Novo Nordisk shares as reported by insiders to Novo Nordisk.

Please find on the next pages the holding of the Novo Nordisk shares and Novo Nordisk share options as of the closure of the trading window as reported to Novo Nordisk.

### THE SHARE PORTFOLIO

Please find below an individualised statement of the holding of Novo Nordisk B shares at the close of the latest trading window, as reported by insiders to Novo Nordisk.

|   | HOLDING OF SHARES<br>26 AUGUST 2004 | MOVEMENTS SINCE<br>26 AUGUST 2004 |              | PORTFOLIO AS P<br>11 NOVEMBER 20<br>TOTAL SHAREHOLDI<br>NUMBER OF SHAR |
|---|-------------------------------------|-----------------------------------|--------------|--|
|   |                                     | BOUGHT                            | SOLD         |  |
| <b>BOARD OF DIRECTORS:</b>                              |                                     |                                   |              |  |
| Mads Ovlisen  | 17,330                              | 0                                 | 0            | 17,330   |
| Sten Scheibye   | 400                                 | 0                                 | 0            | 400  |
| Kurt Briner   | 2,400                               | 0                                 | 0            | 2,400  |
| Johnny Henriksen  | 300                                 | 0                                 | 0            | 300  |
| Niels Jacobsen  | 11,000                              | 0                                 | 0            | 11,000   |
| Ulf J. Johansson  | 0                                   | 0                                 | 0            | 0  |
| Anne Marie Kverneland                                   | 1,600                               | 0                                 | 0            | 1,600  |
| Kurt Anker Nielsen                                      | 24,440                              | 3.172                             | 0            | 27.612   |
| Stig Str0baek   | 400                                 | 0                                 | 0            | 400  |
| J0rgen Wedel  | 5,555                               | 0                                 | 0            | 5,555  |
| <b>BOARD OF DIRECTORS IN TOTAL:</b>                     | <b>63,425</b>                       | <b>3.172</b>                      | <b>0</b>     | <b>66.597</b>  |
| <b>EXECUTIVE MANAGEMENT:</b>                            |                                     |                                   |              |  |
| Lars Rebien S0rensen                                    | 3,800                               | 0                                 | 0            | 3,800  |
| Jesper Brandgaard                                       | 5,545                               | 0                                 | 0            | 5,545  |
| Lars Almbloom J0rgensen                                 | 8,690                               | 0                                 | 4,000        | 4.690  |
| Lise Kingo  | 1,555                               | 0                                 | 0            | 1,555  |
| Kare Schultz  | 5,000                               | 0                                 | 0            | 5,000  |
| Mads Krogsgaard Thomsen                                 | 100                                 | 0                                 | 0            | 100  |
| <b>EXECUTIVE MANAGEMENT IN TOTAL:</b>                   | <b>24,690</b>                       | <b>0</b>                          | <b>4,000</b> | <b>20,690</b>  |
| <b>ALL INSIDERS AND CONNECTED PERSONS<br/>IN TOTAL:</b> |                                     |                                   |              | <b>635,400</b>   |

For background information and definitions, please see below.

### THE SHARE OPTION PORTFOLIO - BOARD OF DIRECTORS

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| GRANTED | EXERCISE PERIOD | OPTIONS OUTSTANDING<br>26 AUGUST 2004 | EXERCISED SINCE<br>26 AUGUST 2004 | OUTSTANDING<br>11 NOVEMBER 2004 |
|---------|-----------------|---------------------------------------|-----------------------------------|---------------------------------|
| 1999    | 2003-08         | 19,500                                | 0                                 | 19,500                          |
| 2000    | 2004-07         | 95,920                                | 0                                 | 95,920                          |
| 2000    | 2004-09         | 21,000                                | 0                                 | 21,000                          |
| TOTAL   |                 | 136,420                               | 0                                 | 136,420                         |

For background information and definitions, please see below.

### THE SHARE OPTION PORTFOLIO - EXECUTIVE MANAGEMENT

| GRANTED | EXERCISE PERIOD | OPTIONS OUTSTANDING<br>26 AUGUST 2004 | EXERCISED SINCE<br>26 AUGUST 2004 | OUTSTANDING<br>11 NOVEMBER 2004 |
|---------|-----------------|---------------------------------------|-----------------------------------|---------------------------------|
| 1998    | 2001-06         | 10,500                                | 0                                 | 10,500                          |
| 1998    | 2002-07         | 17,000                                | 0                                 | 17,000                          |
| 1999    | 2003-08         | 37,500                                | 0                                 | 37,500                          |
| 2000    | 2004-07         | 200,140                               | 0                                 | 200,140                         |
| 2000    | 2004-09         | 35,000                                | 0                                 | 35,000                          |
| 2001    | 2005-10         | 47,500                                | 0                                 | 47,500                          |
| 2003    | 2007-12         | 70,000                                | 0                                 | 70,000                          |
| TOTAL   |                 | 417,640                               | 0                                 | 417,640                         |

For background information and definitions, please see below.

### BACKGROUND INFORMATION AND DEFINITIONS RE HOLDING OF SHARES:

#### WHAT IS THE TRADING WINDOW?

Novo Nordisk's internal rules on trading in Novo Nordisk securities permit trading in such securities by insiders and connected persons in the 15-calendar-day period following each quarterly announcement.

#### WHO ARE ALL INSIDERS AND CONNECTED PERSONS?

Insiders at Novo Nordisk are defined as members of the Board of Directors, members of Executive Management, senior vice presidents and all employees reporting directly to them, all employees in Corporate Legal, Corporate Finance, Investor Relations and Corporate Communications, elected auditors and their deputies as well as certain other employees who by the general counsel have been categorised as insiders. Further, insiders include the following from Novo Nordisk's parent organisation, Novo A/S, and the Novo Nordisk Foundation: members of the Board of Directors, members of Management and other employees who have access to inside information re Novo Nordisk, as well as elected auditors. The insider register at Novo Nordisk comprises a total of approximately 500 people including directors, executives and employees.

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This group's reported trading in the Novo Nordisk share also includes trading undertaken by insiders' spouses/cohabitants or children under the age of 18 as well as any company, foundation and/or other businesses controlled by the insider, his/her spouse/cohabitant and/or children under the age of 18 (connected persons). This brings the group to a total of approximately 1,500-2,000 members.

### WHAT ARE ID CODE AND SHARES?

The ID code DK001028081 is the code (ISIN) of the Novo Nordisk share on the Copenhagen Stock Exchange. Shares include shares listed on the Copenhagen Stock Exchange and London Stock Exchange as well as ADRs listed on New York Stock Exchange, except for ADRs held in 401(k) retirement plan by US-based employees.

### WHAT ARE MOVEMENTS?

Movements comprise shares purchased or otherwise acquired and shares sold or otherwise disposed of. Movements further comprise shareholdings of members of the Board of Directors and/or members of Executive Management taking office during the period under review.

### WHAT IS MARKET VALUE OF THE TOTAL SHAREHOLDING?

The market value is the total shareholding of the members of the Board of Directors, of the members of Executive Management and of the insiders and connected persons as a group, respectively, multiplied by the closing share price on the Copenhagen Stock Exchange on 10 November 2004 of DKK 302,50.

### BACKGROUND INFORMATION AND DEFINITIONS RE HOLDING OF OPTIONS:

As far as options granted in 2000 are concerned, please note that the options granted with an exercise period of 2004-07 relates to the combined 'share investment scheme' and 'option grant scheme' launched in connection with the demerger of Novozymes.

The options held by members of the Board of Directors were granted to Mads Ovlisen and Kurt Anker Nielsen at the time before November 2000 when they were members of Executive Management.

### WHAT IS MARKET VALUE OF OPTIONS?

The calculation of market values of the options is based on the Black-Scholes option-pricing model. The closing price on the Copenhagen Stock Exchange on 10 November 2004 of DKK 302.50 is used.

Novo Nordisk is a healthcare company and a world leader in diabetes care. The company has the broadest diabetes product portfolio in the industry, including the most advanced products within the area of insulin delivery systems. In addition, Novo Nordisk has a leading position within areas such as haemostasis management, growth hormone therapy and hormone replacement therapy. Novo Nordisk manufactures and markets pharmaceutical products and services that make a significant difference to patients, the medical profession and society. With headquarters in Denmark, Novo Nordisk employs approximately 20,000 full-time employees in 69 countries, and markets its products in 179 countries. Novo Nordisk's B shares are listed on the stock exchanges in Copenhagen and London. Its ADRs are listed on the New York Stock Exchange under the symbol 'NVO'. For more information, visit [novonordisk.com](http://novonordisk.com).

For further information please contact:

|               |                         |
|---------------|-------------------------|
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Stock Exchange Announcement No 67 / 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

Date: DECEMBER 15, 2004

NOVO NORDISK A/S

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Lars Rebien Sorensen,  
President and Chief Executive Officer