

NOVO NORDISK A S
Form S-8 POS
February 12, 2009

As filed with the Securities and Exchange Commission on February 12, 2009
Registration No. 333-83724

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Kingdom of Denmark
(State or other jurisdiction of
incorporation
or organization)

None
(I.R.S. Employer
Identification No.)

Novo Allé
DK-2880 Bagsvaerd
Denmark
Tel. No.: (45) 44-44-88-88

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

NOVO NORDISK, INC. 401(k) SAVINGS PLAN
(f/k/a NOVO NORDISK PHARMACEUTICALS, INC. 401(k) SAVINGS PLAN)
NOVO NORDISK PUERTO RICO 401(k) PLAN
(Full title of plan)

James C. Shehan, Esq.
General Counsel
Novo Nordisk Inc.
100 College West
Princeton, New Jersey 08540
Tel. No.: (609) 987-5800
Fax No.: (609) 919-7741

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

Copies to:
Jean McLoughlin, Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Tel. No.: (212) 450-4000

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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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

EXPLANATORY NOTE

Novo Nordisk A/S, a Denmark corporation (“Novo Nordisk”, “Company” or “Registrant”), hereby amends its Registration Statement on Form S-8 File No. 333-83724, by filing this Post-Effective Amendment No. 2 on Form S-8 relating to 1,000,000 B Shares, which is represented by one American Depositary Share of the Company and the indeterminate amount of interests that are issuable by the Company pursuant to the Novo Nordisk, Inc. 401(k) Savings Plan (f/k/a Novo Nordisk Pharmaceuticals, Inc. 401(k) Savings Plan) and the Novo Nordisk Puerto Rico 401(k) Plan. This Post-Effective amendment No. 2 to our Registration Statement filed on Form S-8 is filed solely for the purpose of providing the consent of PricewaterhouseCoopers LLP, independent registered public accounting firm of the Company, to the incorporation by reference in the Registration Statement on Form S-8 of its report dated 28 January 2009 relating to the Consolidated Financial Statements and the effectiveness of internal control over financial reporting, which appears in the Form 20-F filed by Novo Nordisk on February 9, 2009.

ITEM 8. Exhibits

| Exhibit No. | Description |
|----------------|---|
| 4.1* | Novo Nordisk, Inc. 401(k) Savings Plan, as amended (f/k/a Novo Nordisk Pharmaceuticals, Inc. 401(k) Savings Plan) |
| 4.5* | Deposit Agreement, dated February 1, 1981 amended September 10, 1984, amended and restated May 1, 1991, amended April 15, 1994, December 21, 1996, and April 4, 2004, among Novo Nordisk, Morgan Guaranty Trust Company of New York and holders of American Depositary Receipts |
| 4.6* | Novo Nordisk Puerto Rico 401(k) Plan |
| 23.1* | Consent of PricewaterhouseCoopers LLP |
| 23.2* | Consent of Amper, Poliztiner & Mattia, LLP (formerly Amper, Politziner & Mattia, P.C.) |
| 23.3 | Consent of PricewaterhouseCoopers LLP |
| 24* | Power of Attorney |

*Previously filed

SIGNATURES

The Registrant. 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Princeton, New Jersey, on the 12th day of February, 2009.

NOVO NORDISK A/S

By: *

Lars Rebien
Sørensen
President and
Chief Executive
Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---------------------------|--|-------------------|
| * Lars Rebien Sørensen | President & Chief Executive Officer | February 12, 2009 |
| * Jesper Brandgaard | Chief Financial Officer | February 12, 2009 |
| * Sten Scheibye | Chairman of the Board of Directors | February 12, 2009 |
| * Göran A. Ando | Vice Chairman of the Board of Directors | February 12, 2009 |
| * Kurt Briner | Director | February 12, 2009 |
| * Henrik Gürtler | Director | February 12, 2009 |
| * Johnny Henriksen | Director | February 12, 2009 |
| * Pamela J. Kirby | Director | February 12, 2009 |

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| | | |
|-----------------------------|----------|-------------------|
| * Anne Marie Kverneland | Director | February 12, 2009 |
| * Kurt Anker Nielsen | Director | February 12, 2009 |
| * Stig Strøbæk | Director | February 12, 2009 |
| * Jørgen Wedel | Director | February 12, 2009 |
| * Søren Thuesen Pedersen | Director | February 12, 2009 |

AUTHORIZED
REPRESENTATIVE

/s/ James C. Shehan
James C. Shehan
as the duly authorized
representative
of Novo Nordisk A/S in the
United States

Date: February 12, 2009

*By: /s/ James C. Shehan
James C. Shehan
Attorney-in-Fact

Date: February 12, 2009

EXHIBIT INDEX

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