

NOVARTIS AG  
Form POSASR  
September 21, 2012

Registration No. 333-183955

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

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Post-Effective Amendment No. 1

to

**Form F-3**

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

**Novartis AG**

(Exact name of Registrant as specified in its charter)

**Novartis Inc.**

(Translation of Registrant's name into English)

**Switzerland**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

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

**Lichtstrasse 35**

**4056 Basel, Switzerland**

**+41 61 324 1111**

(Address and telephone number of Registrant's principal executive offices)

**Novartis Capital Corporation**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**26-3086456**

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

**230 Park Avenue, 21st Floor  
New York, New York 10169  
+ 1 212 307 1122**

(Address and telephone number of Registrant's principal executive offices)

**Novartis Securities Investment Ltd.**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Bermuda**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

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

**131 Front Street  
Hamilton, HM12, Bermuda  
+1 441 296 8025**

(Address and telephone number of Registrant's principal executive offices)

**Dr. Felix R. Ehrat  
Dr. Christian Rehm**

**Novartis AG  
Lichtstrasse 35  
CH-4056 Basel  
Switzerland  
+41 61 324 1111**

(Name, address and telephone number of agent for service)

Copies of all communications to:

**Bernd Bohr  
Mayer Brown International LLP  
201 Bishopsgate  
London EC2M 3AF  
+44 20 3130 3640**

**Stuart K. Fleischmann  
Shearman & Sterling LLP  
599 Lexington Ave  
New York, NY 10022  
+1 212 848 7527**

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Approximate date of commencement of proposed sale to the public: **From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**Explanatory Note**

The purpose of this Post-Effective Amendment No. 1 to the registration statement is to file certain exhibits to the registration statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 9. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Form of Underwriting Agreement (1)
4.1	Indenture, dated February 10, 2009 among Novartis Capital Corporation, Novartis Securities Investment Ltd. and Novartis Finance S.A., as issuers, Novartis AG, as guarantor, and HSBC Bank USA, National Association, as trustee (2)
4.2	Form of Guaranteed Debt Security (3)
4.3	Form of Guaranteed Debt Security for 2.400% Notes due 2022
4.4	Form of Guaranteed Debt Security for 3.700% Notes due 2042
4.5	Officer s Certificate of Novartis Capital Corporation
5.1	Opinion of Mayer Brown International LLP, special U.S. counsel to Novartis AG, Novartis Capital Corporation and Novartis Securities Investment Ltd. (4)
5.2	Opinion of Bär & Karrer AG, special Swiss counsel to Novartis AG (5)
5.3	Opinion of Appleby, special Bermuda counsel to Novartis Securities Investment Ltd. (6)
5.4	Opinion of Mayer Brown International LLP, special U.S. counsel to Novartis AG and Novartis Capital Corporation.
5.5	Opinion of Bär & Karrer AG, special Swiss counsel to Novartis AG
12.1	Computation of Ratio of Earnings to Fixed Charges (7)
23.1	Consent of Mayer Brown International LLP (included in Exhibits 5.1 and 5.4)
23.2	Consent of Bär & Karrer AG (included in Exhibits 5.2 and 5.5)
23.3	Consent of Appleby (included in Exhibit 5.3)
23.4	Consent of PricewaterhouseCoopers AG (8)
24.1	Powers of Attorney (9)
25.1	Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of HSBC Bank USA, National Association (10)

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- (1) Incorporated by reference to Exhibit 1.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (2) Incorporated by reference to Exhibit 4.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (3) Incorporated by reference to Exhibit 4.2 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (4) Incorporated by reference to Exhibit 5.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (5) Incorporated by reference to Exhibit 5.2 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012

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- (6) Incorporated by reference to Exhibit 5.3 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (7) Incorporated by reference to Exhibit 12.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (8) Incorporated by reference to Exhibit 23.4 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (9) Incorporated by reference to the signature pages of Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
- (10) Incorporated by reference to Exhibit 25.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant, Novartis AG, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 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 Basel, on the 21st day of September, 2012.

Novartis AG

By: /s/ Jonathan Symonds  
 Name: Jonathan Symonds  
 Title: Authorized Signatory

By: /s/ Dr. Felix R. Ehrat  
 Name: Dr. Felix R. Ehrat  
 Title: Authorized Signatory

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 and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Joseph Jimenez	Chief Executive Officer (principal executive officer)	September 21, 2012
* Jonathan Symonds	Chief Financial Officer (principal financial and accounting officer)	September 21, 2012
* Dr. Daniel Vasella	Chairman of the Board of Directors	September 21, 2012
* Dr. Ulrich Lehner	Vice Chairman of the Board of Directors	September 21, 2012
* Dr. Dimitri Azar	Director	September 21, 2012
* Dr. William Brody	Director	September 21, 2012
* Dr. Srikant Datar	Director	September 21, 2012
* Ann Fudge	Director	September 21, 2012
* Dr. Pierre Landolt	Director	September 21, 2012





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<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Dr. Enrico Vanni	Director	September 21, 2012
* Dr. Andreas von Planta	Director	September 21, 2012
* Dr. Ing. Wendelin Wiedeking	Director	September 21, 2012
* Marjorie Mun Tak Yang	Director	September 21, 2012
* Dr. Rolf M. Zinkernagel	Director	September 21, 2012
* Barry Rosenfeld	Authorized U.S. Representative	September 21, 2012

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Pursuant to the requirements of the Securities Act of 1933, the registrant, Novartis Capital Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 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 Basel, on the 21st day of September, 2012.

Novartis Capital Corporation

By:

Name:

Title:

Helen Boudreau

Director and President (principal executive officer  
and principal financial and accounting officer)

\*

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 and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Felix Senn	Chairman of the Board of Directors	September 21, 2012
* Robert Pelzer	Director	September 21, 2012
* Helen Boudreau	Director and President (principal executive officer and principal financial and accounting officer)	September 21, 2012

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Pursuant to the requirements of the Securities Act of 1933, the registrant, Novartis Securities Investment Ltd., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 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 Basel, on the 21st day of September, 2012.

Novartis Securities Investment Ltd.

By:

Name: Henri Simon Zivi  
Title: Chairman of the Board of Directors (principal executive officer and principal financial and accounting officer)

By:

Name: Michael L. Jones  
Title: Deputy Chairman of the Board of Directors and 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 and on the dates indicated.

Signature	Title	Date
* Simon Zivi	Chairman of the Board of Directors (principal executive officer and principal financial and accounting officer)	September 21, 2012
* Michael L. Jones	Deputy Chairman of the Board of Directors and Secretary	September 21, 2012
* Felix Eichhorn	Director	September 21, 2012
* Timothy Faries	Director	September 21, 2012
* Alex Erskine	Alternate Director	September 21, 2012
* Tonesan Amissah	Alternate Director	September 21, 2012
* Barry Rosenfeld	Authorized U.S. Representative	September 21, 2012

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\*By his signature below, each of the undersigned, pursuant to a duly authorized power of attorney filed with the Securities and Exchange Commission, have signed this Post-Effective Amendment No. 1 to the registration statement on behalf of the person indicated.

/s/ Jonathan Symonds  
Jonathan Symonds

/s/ Dr. Felix R. Ehrat  
Dr. Felix R. Ehrat

**EXHIBIT INDEX**

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