

ASTRAZENECA PLC
Form 20-F/A
September 21, 2012

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

FORM 20-F/A
Amendment No. 1

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number: 001-11960

ASTRAZENECA PLC
(Exact name of Registrant as specified in its charter)

England
(Jurisdiction of incorporation or organization)

2 Kingdom Street, London W2 6BD
(Address of principal executive offices)

Adrian Kemp
AstraZeneca PLC
2 Kingdom Street, London W2 6BD
Telephone: +44 20 7604 8000

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Facsimile number: +44 20 7604 8151

(Name, Telephone, E-Mail or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing one Ordinary Share of 25¢ each	The New York Stock Exchange
Ordinary Shares of 25¢ each	The New York Stock Exchange*

* Not for trading, but only in connection with the registration of American Depositary Shares representing such Ordinary Shares pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act:
None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of outstanding shares of each class of stock of AstraZeneca PLC as of December 31, 2011 was:

Ordinary Shares of 25¢ each: 1,292,355,052

Redeemable Preference Shares of £1 each: 50,000

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note — checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued

Other

by the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

EXPLANATORY NOTE

AstraZeneca PLC (“AstraZeneca”, the “Company”, “we”, “our” or “us”) is filing this Amendment No. 1 to our Annual Report Form 20-F for the fiscal year ended December 31, 2011, which was filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 28, 2012 (the “2011 Form 20-F”) solely for the purpose of adding Exhibits 4.6, 4.7, 4.8, 4.9, 4.10 and 4.11 (the “Additional Exhibits”) to “Item 19: Exhibits” of the 2011 Form 20-F. The Additional Exhibits are being filed pursuant to this Amendment No. 1 in response to comments that we have received from the staff of the SEC in connection with the staff’s review of the 2011 Form 20-F.

Exhibit 4.6 is a License Agreement dated April 20, 1998, by and between Shionogi & Co., Ltd. and Zeneca Limited (the “License Agreement”). Exhibits 4.7, 4.8, 4.9, 4.10 and 4.11 are amendment agreements by and between Shionogi & Co., Ltd. and AstraZeneca UK Limited (successor to Zeneca Limited) to the License Agreement. Certain portions of Exhibits 4.6, 4.7, 4.9 and 4.11 have been redacted and filed separately with the Securities Exchange Commission pursuant to a request for confidential treatment under the SEC’s rules.

Except to reflect the addition of the Additional Exhibits to “Item 19: Exhibits” of the 2011 Form 20-F as described above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in the 2011 Form 20-F or reflect any events that have occurred after the 2011 Form 20-F was filed. The 2011 Form 20-F, and this Amendment No. 1, continue to speak as of the date on which the 2011 Form 20-F was filed.

PART III

ITEM 19: EXHIBITS

The exhibits listed below are filed herewith:

- 4.6 License Agreement dated April 20, 1998, by and between Shionogi & Co., Ltd. and Zeneca Limited (the “License Agreement”).(1)
- 4.7 Amendment Agreement dated May 14, 2002, by and between Shionogi & Co., Ltd. and AstraZeneca UK Limited, to the License Agreement.(1)
- 4.8 Amendment No. 2, effective as of April 26, 2005, to the License Agreement.
- 4.9 Amendment No. 3, effective as of December 5, 2008, to the License Agreement.(1)
- 4.10 Amendment No. 4, effective as of February 19, 2009, to the License Agreement.
- 4.11 Amendment No. 5, effective as of November 12, 2012, to the License Agreement.(1)
- 12.3 Certification of Simon Lowth filed pursuant to 17 CFR 240.13a-14(a).
- 12.4 Certification of Julie Brown filed pursuant to 17 CFR 240.13a-14(a).

(1) Pursuant to a request for confidential treatment filed with the SEC, certain confidential portions of this exhibit have been omitted and filed separately with the SEC.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this amendment to the annual report on its behalf.

AstraZeneca PLC

By: /s/ A C N Kemp
Name: A C N Kemp
Title: Authorized Signatory

London, England
September 21, 2012