

ACAMBIS PLC  
Form 20-F/A  
April 12, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 20-F/A  
(Amendment No. 1)**

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, 2003

-OR-

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED) for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-30126

**ACAMBIS PLC**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**England and Wales**

(Jurisdiction of incorporation or organization)

**Peterhouse Technology Park, 100 Fulbourn Road, Cambridge, CB1 9PT England**

(Address of principal executive office)

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

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

**ORDINARY SHARES OF 10 PENCE EACH**

(Title of Class)

Indicate the number of outstanding shares of each of the Registrant's classes of capital or common stock as of the close of period covered by this Annual Report

99,011,883 ordinary shares of 10p each as of December 31, 2003

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

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90 days:

Yes

No

Indicate by check mark which financial statement item the Registrant has elected to follow:

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**EXPLANATORY NOTE**

This Annual Report on Form 20-F/A ("Form 20-F/A") is being filed by Acambis plc (the "Company" or the "Registrant") as Amendment No. 1 to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2003 ("Form 20-F"). This Form 20-F/A is filed with the Securities and Exchange Commission (the "Commission") for the purpose of including additional disclosure in Item 10.B regarding the Company's exemption from the requirements of Rule 4350(f) of the Nasdaq Stock Market, Inc. ("NASDAQ"). This Form 20-F/A does not otherwise change or update the disclosures set forth in the Form 20-F as originally filed on June 28, 2004, and does not reflect events occurring after the original filing of the Form 20-F.

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**Item 10. Additional information**

B. Memorandum and Articles of Association

A summary of the principal provisions of the Company's Memorandum and Articles of Association can be found by referring to the Registration Statement on Form F-4 (filed with the Securities and Exchange Commission in April 1999) relating to the acquisition of Acambis Inc., as well as the document (filed in November 2000) in relation to the subscription by Baxter.

A copy of both the Memorandum and Articles of Association of the Company has been filed with the Registrar of Companies in the United Kingdom. The Memorandum contains the fundamental provisions of the Company's constitution. The Articles contain the rules for the internal management and control of the Company.

In 2000, the Company obtained an exemption from the quorum standard for NASDAQ-listed companies set forth in NASDAQ Rule 4350(f). This standard requires that the quorum for meetings of shareholders be no less than 33 1/3% of the outstanding shares. NASDAQ granted an exemption on the grounds that this standard is contrary to generally accepted business practices in the United Kingdom.

Pursuant to this exemption, the Company's quorum standards, as set forth in the Company's Memorandum and Articles of Association, follow the relevant quorum standards applicable to companies in the United Kingdom. These standards provide for a quorum in the event that at least two persons entitled to vote upon the business to be transacted are present in person or by proxy at a shareholder meeting.

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**Item 19. Exhibits**

<b>Exhibit Number</b>	<b><u>Description of Exhibit</u></b>
<u>12.1.</u>	<u>Section 302 Certification of Gordon Cameron</u>
<u>12.2</u>	<u>Section 302 Certification of David Lawrence</u>

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**SIGNATURES**

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 No. 1 to its annual report for its fiscal year ended December 31, 2003 on its behalf.

**ACAMBIS PLC**

By: \_\_\_\_\_

Name: David Lawrence

Title: Chief Financial Officer

Date: April 8, 2005

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**EXHIBIT INDEX**

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