

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

Edgar Filing: NOVO NORDISK A S - Form S-8 POS

---

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



Edgar Filing: NOVO NORDISK A S - Form S-8 POS

* 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

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, Politziner & Mattia, LLP (formerly Amper, Politziner & Mattia, P.C.)
23.3	Consent of PricewaterhouseCoopers LLP
24*	Power of Attorney

---

\*Previously filed