

As filed with the Securities and Exchange Commission on April 26, 2022

**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 12(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, 2021

OR

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

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** 1-15024

**Novartis AG**

(Exact name of Registrant as specified in its charter)

**NOVARTIS Inc.**

(Translation of Registrant's name into English)

**Switzerland**

(Jurisdiction of incorporation or organization)

Lichtstrasse 35

4056 Basel, Switzerland

(Address of principal executive offices)

Karen L. Hale

Chief Legal Officer

Novartis AG

CH 4056 Basel

Switzerland

Tel.: +41-61-324-1111

Fax: +41-61-324-7826

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

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares each representing 1 share	NVS	New York Stock Exchange
Ordinary shares, nominal value CHF 0.50 per share*	NOVN	New York Stock Exchange*

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

**None**

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

**None**

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:

**2,234,939,948 ordinary shares**

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 every Interactive Data File required to be submitted 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 such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards † provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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 by the International Accounting Standards Board  Other

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.

Item 17  Item 18

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

\* Not for trading but only in connection with the registration of American Depositary Shares representing such ordinary shares.

## EXPLANATORY NOTE

Novartis AG (the “Company”) is filing this Amendment No. 1 (“Amendment No. 1”) to the Annual Report on Form 20-F for the year ended December 31, 2021 (the “Original Form 20-F”), as filed with the United States Securities and Exchange Commission (the “SEC”) on February 2, 2022 (the “Original Filing Date”), solely to update the Form 20-F to refer to Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections, and to provide Exhibit 4.1 pursuant to Item 19 of Form 20-F.

Except as described above, no changes have been made to the Original Form 20-F, and this Amendment No. 1 does not modify, amend or update the financial or other information contained in the Original Form 20-F. This Amendment No. 1 does not reflect any events that have occurred on or after the Original Filing Date. Among other things, the Company has not revised forward-looking statements made in the Original Form 20-F to reflect events that occurred or facts that became known to the Company after the Original Filing Date. Therefore, this Amendment No. 1 should be read in conjunction with the Original Form 20-F and any other documents that the Company has filed with the SEC on or after the Original Filing Date.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934 (the “Exchange Act”), this Amendment No. 1 also includes as exhibits the certifications of the Principal Executive Officer and Principal Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Item 15 of Form 20-F, paragraphs 3, 4, and 5 have been omitted from such certifications. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) because no financial statements are filed with this Amendment No. 1.

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## Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

### Item 19. Exhibits

The SEC maintains an internet site at <http://www.sec.gov> that contains reports and other information regarding issuers that file electronically with the SEC. These SEC filings are also available to the public from commercial document retrieval services.

1.1 Articles of Incorporation of Novartis AG, as amended March 2, 2021 (English translation) (incorporated by reference to Exhibit 4.1 to Novartis AG's registration statement on Form S-8 (File No. 333-258081) as filed with the SEC on July 22, 2021).

1.2 Regulations of the Board of Directors, the Board Committees and the Executive Committee of Novartis AG, effective January 1, 2021 (incorporated by reference to Exhibit 1.2 to Novartis AG's Annual Report on Form 20-F (File No. 001-15024) as filed with the SEC on January 26, 2021).

2.1 Amended and Restated Deposit Agreement, dated as of May 11, 2000, among Novartis AG, JPMorgan Chase Bank (fka Morgan Guaranty Trust Company of New York), as depositary, and all holders from time to time of ADRs issued thereunder (incorporated by reference to Exhibit (a)(1) to Post-Effective Amendment No. 1 to Novartis AG's registration statement on Form F-6 (File No. 333-11758) as filed with the SEC on September 8, 2000).

2.2 Amendment No. 1 to the Amended and Restated Deposit Agreement (incorporated by reference to Exhibit (a)(2) to Post-Effective Amendment No. 1 to Novartis AG's registration statement on Form F-6 (File No. 333-11758) as filed with the SEC on September 8, 2000).

2.3 Amendment No. 2 to the Amended and Restated Deposit Agreement (incorporated by reference to Exhibit (a)(3) to Novartis AG's registration statement on Form F-6 (File No. 333-13446) as filed with the SEC on May 3, 2001).

2.4 Restricted Issuance Agreement, dated as of January 11, 2002, among Novartis AG, JPMorgan Chase Bank, as depositary, and all holders from time to time of ADRs representing ADSs issued thereunder (incorporated by reference to Exhibit 4 to the Registration Statement on Form F-3 (File No. 333-81862) as filed with the SEC on January 31, 2002).

2.5 Letter Agreement, dated December 14, 2007, between Novartis AG and JPMorgan Chase Bank, as depositary (incorporated by reference to Exhibit 2.4 to the Form 20-F for the year ended December 31, 2007, as filed with the SEC on January 28, 2008).

2.6 Form of American Depositary Receipt (incorporated by reference to Exhibit (a)(7) to the Registration Statement on Form F-6 (File No. 333-198623) as filed with the SEC on September 8, 2014).

2.7 The total amount of long-term debt securities authorized under any instrument does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis. We hereby agree to furnish to the SEC, upon its request, a copy of any instrument defining the rights of holders of long-term debt of the Company or of its subsidiaries for which consolidated or unconsolidated financial statements are required to be filed.<sup>a</sup>

2.8 Description of Securities registered under Section 12 of the Exchange Act.\*

4.1 Share Repurchase Agreement, dated as of November 3, 2021, by and among Novartis Holding AG and Roche Holding AG.\*\*+

8.1 For a list of all of our principal Group subsidiaries and associated companies, see "Item 18. Financial Statements—Note 32. Principal Group subsidiaries and associated companies."\*\*

12.1 Certification of Vasant Narasimhan, Chief Executive Officer of Novartis AG, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

12.2 Certification of Harry Kirsch, Chief Financial Officer of Novartis AG, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

13.1 Certification of Vasant Narasimhan, Chief Executive Officer of Novartis AG, pursuant to Section 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

13.2 Certification of Harry Kirsch, Chief Financial Officer of Novartis AG, pursuant to Section 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

15.1 Consent of PricewaterhouseCoopers AG.\*

16.1 Letter from PricewaterhouseCoopers AG regarding change in registrants' certifying accountant.\*

101 Interactive Data

104 Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

\* Previously filed with the Original Form 20-F.

<sup>a</sup> Previously stated in the Original Form 20-F.

\*\* Portions of this exhibit (indicated by “[\*\*\*\*\*]”) have been omitted in accordance with the instructions as to exhibits set forth in Form 20-F.

<sup>+</sup> Certain annexes to this exhibit have been omitted in accordance with the instructions as to exhibits set forth in Form 20-F. The Company agrees to furnish a copy of all omitted annexes to the SEC upon request.

## 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 the Annual Report on Form 20-F for the year ended December 31, 2021 on its behalf.

Novartis AG

By: /s/ Harry Kirsch  
Name: Harry Kirsch  
Title: *Chief Financial Officer of Novartis*

By: /s/ Karen L. Hale  
Name: Karen L. Hale  
Title: *Chief Legal Officer of Novartis*

Date: April 26, 2022