

NOVO NORDISK A S  
Form 20-F  
February 05, 2015

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

FORM 20-F

(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, 2014  
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

Commission File Number: 333-82318

NOVO NORDISK A/S

(Exact name of Registrant as specified in its charter)

Not applicable

The Kingdom of Denmark

(Translation of Registrant's name into English)

(Jurisdiction of incorporation or organization)

Novo Allé

DK-2880 Bagsværd

Denmark

(Address of principal executive offices)

Jesper Brandgaard

Executive Vice President and Chief Financial Officer

Tel: +45 4444 8888

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Novo Allé

DK-2880 Bagsværd

Denmark

(Name, Telephone, E-mail 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:

B shares, nominal value DKK 0.20 each

New York Stock Exchange\*

American Depositary Receipts, each representing one B share

New York Stock Exchange

\* Not for trading, but only in connection with the registration of American Depositary Receipts, 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

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:

A shares, nominal value DKK 0.20 each: 537,436,000

B shares, nominal value DKK 0.20 each: 2,112,564,000

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 to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

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 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"            Noý

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## INTRODUCTION

In this Form 20-F the terms ‘the Company’, ‘Novo Nordisk’ and ‘the Group’ refer to the parent company Novo Nordisk A/S together with its consolidated subsidiaries. The term ‘Novo Nordisk A/S’ is used when addressing issues specifically related to this legal entity.

Throughout this Form 20-F the Company incorporates information on the various items by reference to its Annual Report 2014 and Annual Report 2013. Therefore the information in this Form 20-F should be read in conjunction with our Annual Report 2014 and Annual Report 2013, which were furnished to the SEC on Form 6-K on February 5, 2015 and on February 5, 2014, respectively.

The Company publishes its financial statements in Danish kroner (DKK).

### Forward-looking statements

The information set forth in this Form 20-F contains forward-looking statements as the term is defined in the U.S. Private Securities Litigation Reform Act of 1995.

Words such as ‘believe’, ‘expect’, ‘may’, ‘will’, ‘plan’, ‘strategy’, ‘prospect’, ‘foresee’, ‘estimate’, ‘project’, ‘anticipate’, ‘can’, ‘target’ and other words and terms of similar meaning in connection with any discussion of future operating or financial performance identify forward-looking statements. Examples of such forward-looking statements include, but are not limited to:

statements of targets, plans, objectives or goals for future operations, including those related to Novo Nordisk’s products, product research, product development, product introductions and product approvals as well as cooperation in relation thereto

statements containing projections of or targets for revenues, costs, income (or loss), earnings per share, capital expenditures, dividends, capital structure, net financials and other financial measures

statements regarding future economic performance, future actions and outcome of contingencies such as legal proceedings

statements regarding the assumptions underlying or relating to such statements.

With reference to our Annual Report 2014 and Annual Report 2013, examples of forward-looking statements can be found under the headings, ‘2014 performance and 2015 outlook’ in our Annual Report 2014 and ‘2013 performance and 2014 outlook’ in our Annual Report 2013, and elsewhere.

These statements are based on current plans, estimates and projections. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific. Novo Nordisk cautions that a number of important factors could cause actual results to differ materially from those contemplated in any forward-looking statements.

Factors that may affect future results include, but are not limited to, global as well as local political and economic conditions, including interest rate and currency exchange rate fluctuations, delay or failure of projects related to research and/or development, unplanned loss of patents, interruptions of supplies and production, product recall, unexpected contract breaches or terminations, government-mandated or market-driven price decreases for Novo Nordisk’s products, introduction of competing products, reliance on information technology, Novo Nordisk’s ability to successfully market current and new products, exposure to product liability and legal proceedings and investigations, changes in governmental laws and interpretation thereof, including on reimbursement, intellectual property protection and regulatory controls on testing, approval, manufacturing and marketing, perceived or actual failure to adhere to ethical marketing practices, investments in and divestitures of domestic and foreign companies, unexpected growth in expenditure, failure to recruit and retain the right employees, and failure to maintain a culture of compliance.

Unless required by law, Novo Nordisk is under no duty and undertakes no obligation to update or revise any forward-looking statement after the date of this document, whether as a result of new information, future events or otherwise.

## Enforceability of civil liabilities

The Company is a Danish corporation and substantially all of its directors and officers, as well as certain experts named herein, are non-residents of the United States. A substantial portion of the assets of the Company, its subsidiaries and such persons are located outside the United States. As a result, it may be difficult for shareholders of the Company to effect service within the United States upon directors, officers and experts who are not residents of the United States or to enforce judgments in the United States. In addition, there can be no assurance as to the enforceability in Denmark against the Company or its respective directors, officers and experts who are not residents of the United States, or in actions for enforcement of judgments of United States courts, of liabilities predicated solely upon the federal securities laws of the United States.

## PART I

## ITEM 1 IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not applicable.

## ITEM 2 OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

## ITEM 3 KEY INFORMATION

## SELECTED FINANCIAL DATA

IFRS figures  
in DKK  
millions,  
except share  
and

American  
Depositary  
Receipts

('ADR') data 2014

Net sales	88,806	2013	83,57
Operating profit from continuing operations	34,492		31,49
Operating profit	34,492		31,49
Net profit from continuing operations	26,481		25,18
Net profit	26,481		25,18
Earnings per share/ADR	10.10		9.40



Total assets	77,062		70,333
Net assets	40,294		42,566
Capital stock	530		550
Treasury stock	(11 )		(21 )
Dividends per share/ADR*	5.00		4.50
Dividends per share/ADR in USD*	0.82		

**Market Linked Securities Leveraged Upside Participation  
to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the EURO STOXX 50® Index due August 5, 2021**

**Hypothetical Returns**

The following table illustrates, for a hypothetical capped value of 152.50% or \$1,525.00 per security (the midpoint of the specified range of the capped value) and a range of hypothetical ending levels of the Index:

the hypothetical percentage change from the hypothetical starting level to the hypothetical ending level;

the hypothetical redemption amount payable at stated maturity per security;

the hypothetical total pre-tax rate of return; and

the hypothetical pre-tax annualized rate of return.

Hypothetical ending level	Hypothetical percentage change from the hypothetical starting level to the hypothetical ending level	Hypothetical redemption amount payable at stated maturity per security	Hypothetical	Hypothetical
			pre-tax total rate of return	pre-tax annualized rate of return <sup>(1)</sup>
4832.40	75.00%	\$1,525.00	52.50%	8.62%
4142.06	50.00%	\$1,525.00	52.50%	8.62%
3589.78	30.00%	\$1,525.00	52.50%	8.62%
3486.23	26.25%	\$1,525.00	52.50%	8.62%
3313.64	20.00%	\$1,400.00	40.00%	6.84%
3037.51	10.00%	\$1,200.00	20.00%	3.68%

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2899.44	5.00%	\$1,100.00	10.00%	1.91%
2761.37 <sup>(2)</sup>	0.00%	\$1,000.00	0.00%	0.00%
2623.30	-5.00%	\$1,000.00	0.00%	0.00%
2485.23	-10.00%	\$1,000.00	0.00%	0.00%
2347.16	-15.00%	\$1,000.00	0.00%	0.00%
2209.096	-20.00%	\$1,000.00	0.00%	0.00%
2181.48	-21.00%	\$990.00	-1.00%	-0.20%
2071.03	-25.00%	\$950.00	-5.00%	-1.02%
1380.69	-50.00%	\$700.00	-30.00%	-7.00%
690.34	-75.00%	\$450.00	-55.00%	-15.34%

- (1) The annualized rates of return are calculated on a semi-annual bond equivalent basis with compounding.
- (2) The hypothetical starting level. The actual starting level will be determined on the pricing date.

The above figures are for purposes of illustration only and may have been rounded for ease of analysis. The actual amount you receive at stated maturity and the resulting pre-tax rate of return will depend on the actual starting level, ending level and capped value.

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**Market Linked Securities Leveraged Upside Participation  
to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the EURO STOXX 50® Index due August 5, 2021**

**Hypothetical Payments at Stated Maturity**

Set forth below are four examples of payment at stated maturity calculations, reflecting a hypothetical capped value of 152.50% or \$1,525.00 per security (the midpoint of the specified range for the capped value) and assuming hypothetical starting levels and ending levels as indicated in the examples. These examples are for purposes of illustration only and the values used in the examples may have been rounded for ease of analysis.

**Example 1. Redemption amount is greater than the original offering price but less than the capped value:**

Hypothetical starting level: 2761.37

Hypothetical ending level: 2899.44

Since the hypothetical ending level is greater than the hypothetical starting level, the redemption amount would equal:

$$\$1,000 + \$1,000 \times \frac{2899.44 - 2761.37}{2761.37} \times 200\% = \$1,100.00$$

On the stated maturity date you would receive \$1,100.00 per security.

**Example 2. Redemption amount is equal to the capped value:**

Hypothetical starting level: 2761.37

Hypothetical ending level: 3589.78

The redemption amount would be equal to the capped value since the capped value is less than:

$$\$1,000 + \$1,000 \times \frac{3589.78 - 2761.37}{2761.37} \times 200\% = \$1,600.00$$

On the stated maturity date you would receive \$1,525.00 per security.

In addition to limiting your return on the securities, the capped value limits the positive effect of the participation rate. If the ending level is greater than the starting level, you will participate in the performance of the Index at a rate of 200% up to a certain point. However, the effect of the participation rate will be progressively reduced for ending levels that are greater than 126.25% of the starting level (assuming a capped value of 152.50% or \$1,525.00 per security, the midpoint

of the specified range for the capped value) since your return on the securities for any ending level greater than 126.25% of the starting level will be limited to the capped value.

**Example 3. Redemption amount is equal to the original offering price:**

Hypothetical starting level: 2761.37

Hypothetical ending level: 2485.23

Hypothetical threshold level: 2209.096, which is 80% of the hypothetical starting level

Since the hypothetical ending level is less than the hypothetical starting level, but not by more than 20%, you would not lose any of the original offering price of your securities.

On the stated maturity date you would receive \$1,000.00 per security.

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**Market Linked Securities Leveraged Upside Participation  
to a Cap and Fixed Percentage Buffered Downside  
Principal at Risk Securities Linked to the EURO STOXX 50® Index due August 5, 2021**

**Hypothetical Payments at Stated Maturity (Continued)**

**Example 4. Redemption amount is less than the original offering price:**

Hypothetical starting level: 2761.37

Hypothetical ending level: 1380.69

Hypothetical threshold level: 2209.096, which is 80% of the hypothetical starting level

Since the hypothetical ending level is less than the hypothetical starting level by more than 20%, you would lose a portion of the original offering price of your securities and receive the redemption amount equal to:

$$\$1,000 \quad \$1,000 \times \frac{2209.096 - 1380.69}{2761.37} = \$700.00$$

On the stated maturity date you would receive \$700.00 per security.

To the extent that the starting level, ending level and capped value differ from the values assumed above, the results indicated above would be different.

**Market Linked Securities Leveraged Upside Participation  
to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the EURO STOXX 50® Index due August 5, 2021**

**The EURO STOXX 50 Index**

The EURO STOXX 50 Index is an equity index that is composed of 50 component stocks of sector leaders in 12 Eurozone countries and is intended to provide an indication of the pattern of common stock price movement in the Eurozone. See [Description of Equity Indices The EURO STOXX 50® Index](#) in the accompanying market measure supplement for additional information about the EURO STOXX 50 Index.

**Historical Information**

We obtained the closing levels listed below from Bloomberg Financial Markets, without independent verification.

The following graph sets forth daily closing levels of the Index for the period from January 1, 2006 to July 6, 2016. The closing level on July 6, 2016 was 2761.37. The historical performance of the Index should not be taken as an indication of the future performance of the Index during the term of the securities.

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**Market Linked Securities Leveraged Upside Participation  
to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the EURO STOXX 50® Index due August 5, 2021**

**The EURO STOXX 50 Index (Continued)**

The following table sets forth the high and low closing levels, as well as end-of-period closing levels, of the Index for each quarter in the period from January 1, 2006 through June 30, 2016 and for the period from July 1, 2016 to July 6, 2016.

	<b>High</b>	<b>Low</b>	<b>Last</b>
2006			
First Quarter	3874.61	3532.68	3853.74
Second Quarter	3890.94	3408.02	3648.92
Third Quarter	3899.41	3492.11	3899.41
Fourth Quarter	4140.66	3880.14	4119.94
2007			
First Quarter	4272.32	3906.15	4181.03
Second Quarter	4556.97	4189.55	4489.77
Third Quarter	4557.57	4062.33	4381.71
Fourth Quarter	4489.79	4195.58	4399.72
2008			
First Quarter	4339.23	3431.82	3628.06
Second Quarter	3882.28	3340.27	3352.81
Third Quarter	3445.66	3000.83	3038.20
Fourth Quarter	3113.82	2165.91	2447.62
2009			
First Quarter	2578.43	1809.98	2071.13
Second Quarter	2537.35	2097.57	2401.69
Third Quarter	2899.12	2281.47	2872.63
Fourth Quarter	2992.08	2712.30	2964.96
2010			
First Quarter	3017.85	2631.64	2931.16
Second Quarter	3012.65	2488.50	2573.32
Third Quarter	2827.27	2507.83	2747.90
Fourth Quarter	2890.64	2650.99	2792.82
2011			
First Quarter	3068.00	2721.24	2910.91
Second Quarter	3011.25	2715.88	2848.53
Third Quarter	2875.67	1995.01	2179.66
Fourth Quarter	2476.92	2090.25	2316.55
2012			
First Quarter	2608.42	2286.45	2477.28

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Second Quarter	2501.18	2068.66	2264.72
Third Quarter	2594.56	2151.54	2454.26
Fourth Quarter	2659.95	2427.32	2635.93
2013			
First Quarter	2749.27	2570.52	2624.02
Second Quarter	2835.87	2511.83	2602.59
Third Quarter	2936.20	2570.76	2893.15
Fourth Quarter	3111.37	2902.12	3109.00
2014			
First Quarter	3172.43	2962.49	3161.60
Second Quarter	3314.80	3091.52	3228.24
Third Quarter	3289.75	3006.83	3225.93
Fourth Quarter	3277.38	2874.65	3146.43
2015			
First Quarter	3731.35	3007.91	3697.38
Second Quarter	3828.78	3424.30	3424.30
Third Quarter	3686.58	3019.34	3100.67
Fourth Quarter	3506.45	3069.05	3267.52
2016			
First Quarter	3178.01	2680.35	3004.93
Second Quarter	3151.69	2697.44	2864.74
July 1, 2016 to July 6, 2016	2883.06	2761.37	2761.37

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**Market Linked Securities Leveraged Upside Participation  
to a Cap and Fixed Percentage Buffered Downside**

**Principal at Risk Securities Linked to the EURO STOXX 50® Index due August 5, 2021**

**United States Federal Tax Considerations**

You should read carefully the discussion under "United States Federal Tax Considerations" in the accompanying product supplement and "Selected Risk Considerations" in this pricing supplement.

In the opinion of our counsel, Davis Polk & Wardwell LLP, which is based on current market conditions, a security should be treated as a prepaid derivative contract that is an "open transaction" for U.S. federal income tax purposes. By purchasing a security, you agree (in the absence of an administrative determination or judicial ruling to the contrary) to this treatment. There is uncertainty regarding this treatment, and the IRS or a court might not agree with it.

Assuming this treatment of the securities is respected and subject to the discussion in "United States Federal Tax Considerations" in the accompanying product supplement, the following U.S. federal income tax consequences should result under current law:

You should not recognize taxable income over the term of the securities prior to maturity, other than pursuant to a sale or exchange.

Upon a sale or exchange of a security (including retirement at maturity), you should recognize capital gain or loss equal to the difference between the amount realized and your tax basis in the security. Such gain or loss should be long-term capital gain or loss if you held the security for more than one year.

Subject to the discussion below, if you are a non-U.S. holder (as defined in the accompanying product supplement) of the securities, you generally should not be subject to U.S. federal withholding or income tax in respect of any amount paid to you with respect to the securities, provided that (i) income in respect of the securities is not effectively connected with your conduct of a trade or business in the United States, and (ii) you comply with the applicable certification requirements.

As discussed in the section of the accompanying product supplement entitled "United States Federal Tax Considerations - FATCA Legislation," withholding under legislation commonly referred to as "FATCA" might (if the securities were recharacterized as debt instruments) apply to amounts treated as interest paid with respect to the securities and, after 2018, gross proceeds of a disposition of the securities. You should consult your tax adviser regarding the potential application of FATCA to the securities.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics,

including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the constructive ownership regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose a notional interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect. If withholding tax applies to the securities, we will not be required to pay any additional amounts with respect to amounts so withheld.

**You should read the section entitled *United States Federal Tax Considerations* in the accompanying product supplement. The preceding discussion, when read in combination with that section, constitutes the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal tax consequences of owning and disposing of the securities.**

**You should consult your tax adviser regarding all aspects of the U.S. federal income and estate tax consequences of an investment in the securities and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

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