

SMITH & NEPHEW PLC  
Form 6-K  
March 31, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of  
1934

March 31, 2011

Commission File Number 001-14978

SMITH & NEPHEW plc  
(Registrant's name)

15 Adam Street  
London, England WC2N 6LA  
(Address of registrant's principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F <input checked="" type="checkbox"/>	Form 40-F <input type="checkbox"/>
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[Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).]

Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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[Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).]

Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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[Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing information to the Commission pursuant to Rule 12g3-2 (b) under the Securities Exchange Act of 1934.]

Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2 (b) : 82- n/a.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Smith & Nephew Plc  
(Registrant)

Date: March 31, 2011

Susan Henderson

By: /s/ Susan Henderson  
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Company Secretary

31 March 2011

Smith & Nephew plc (the "Company")

Voting Rights and Capital

In conformity with Rule 5.6 of the FSA's Disclosure and Transparency Rules:-

The total issued share capital of Smith & Nephew plc at 31 March 2011 comprised 953,909,237 ordinary shares of US20¢ each, including 61,720,798 ordinary shares held in treasury.

The Company's issued share capital, with one voting right per share, therefore consists of 892,188,439 ordinary shares of US20¢ each. This is the figure which should be used by shareholders as the denominator when determining whether they are required to notify their interest in, or a change to their interest in, the Company under the FSA's Disclosure and Transparency Rules.

Gemma Parsons  
Deputy Company Secretary  
Smith & Nephew plc

Tel: +44 (0) 20 7401 7646

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in whole or in part, the preferences, limitations, restrictions and relative voting and other rights of each series of Preferred Stock before the issuance of shares of that series.

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BIGLARI HOLDINGS INC.  
 17802 IH 10 WEST  
 SUITE 400  
 SAN ANTONIO, TX 78257

VOTE BY INTERNET - www.proxyvote.com  
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Investor Address Line 1  
 Investor Address Line 2 1  
 Investor Address Line 3  
 Investor Address Line 4  
 Investor Address Line 5 of  
 John Sample  
 1234 ANYWHERE STREET  
 ANY CITY, ON A1A 1A1 2

Electronic Delivery of Future PROXY MATERIALS  
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903  
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL  
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

	CONTROL #	000000000000
NAME	SHARES	123,456,789,012.12345
THE COMPANY NAME INC. -		123,456,789,012.12345
COMMON		123,456,789,012.12345
THE COMPANY NAME INC. -		123,456,789,012.12345
CLASS A		123,456,789,012.12345
THE COMPANY NAME INC. -		123,456,789,012.12345
CLASS B		123,456,789,012.12345
THE COMPANY NAME INC. -		123,456,789,012.12345
CLASS C		
THE COMPANY NAME INC. -	Page	1 of 2
CLASS D		

THE COMPANY NAME INC. -  
CLASS E  
THE COMPANY NAME INC. -  
CLASS F  
THE COMPANY NAME INC. -  
401 K

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: x

KEEP THIS PORTION FOR YOUR RECORDS

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DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR Proposal 1 below:

For    Against    Abstain

1                      To amend the Corporation's Amended and Restated Articles of Incorporation in order to (a) increase the total number of shares of all classes of stock that the Corporation is authorized to issue from the current 12,500,000 shares to 60,000,000; (b) redesignate the Corporation's existing common stock, stated value \$0.50 per share, as Class A Common Stock and reduce the authorized number of shares of the redesignated Class A Common Stock from 2,500,000 to 2,000,000; and (c) authorize 48,000,000 shares of a new Class B Common Stock, each share of which would have economic rights equivalent to one-fifth (1/5th) of a share of Class A Common Stock, and would have one-one-hundredth (1/100th) of the vote of a share of Class A Common Stock.

o            o            o

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Investor    Address Line 1  
 Investor    Address Line 2  
 Investor    Address Line 3  
 Investor    Address Line 4  
 Investor    Address Line 5  
 John Sample  
 1234 ANYWHERE STREET  
 ANY CITY, ON A1A 1A1

JOB #

SHARES  
 CUSIP #  
 SEQUENCE #

Signature  
 [PLEASE SIGN  
 WITHIN BOX]

Date

Signature (Joint Owners)    Date

BIGLARI HOLDINGS INC.

You must present this admission ticket in order to gain admittance to the special meeting of the shareholders of Biglari Holdings Inc. (the "Special Meeting") to be held at Eilan Hotel, 17103 La Cantera Parkway, San Antonio, Texas 78256, on November 2, 2012, at 2:00 p.m., Central Daylight Time, or at any adjournment or postponement thereof. This ticket admits only the shareholder(s) listed on the reverse side and is not transferable. If shares are held in the name of a broker, trust, bank, or other nominee, you must bring with you a statement, legal proxy or letter from the broker, trustee, bank or nominee confirming the beneficial ownership of the shares. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting: The Notice & Proxy Statement are available at [www.biglariholdings.com/specialmeeting](http://www.biglariholdings.com/specialmeeting).

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**SPECIAL MEETING OF SHAREHOLDERS  
THIS PROXY IS SOLICITED ON BEHALF OF  
THE BOARD OF DIRECTORS OF THE COMPANY.**

The undersigned appoints Sardar Biglari the proxy of the undersigned with full power of substitution, to vote all shares of common stock of Biglari Holdings Inc. (the "Corporation"), which the undersigned is entitled to vote at the special meeting of the shareholders of the Corporation (the "Special Meeting") to be held at Eilan Hotel, 17103 La Cantera Parkway, San Antonio, Texas 78256, on November 2, 2012, at 2:00 p.m., Central Daylight Time, or at any adjournment or postponement thereof, as indicated on the reverse side on Proposal 1 and as said proxy may determine in the exercise of his best judgment on any other matters which may properly come before the Special Meeting.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSAL 1.**

Your vote is important. If you do not expect to attend the Special Meeting or if you plan to attend but wish to vote by proxy, please sign, date and mail this proxy. A return envelope is provided for this purpose.

Continued and to be signed on reverse side