

NOVO NORDISK A S
Form 20-F/A
June 09, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20 – F/A

Amendment No. 1

(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 31 December 2007

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
(Translation of Registrant's name into English)

The Kingdom of Denmark
(Jurisdiction of incorporation or organization)

Novo Allé 1
DK-2880 Bagsværd

Denmark
(Address of principal executive offices)

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 1 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 shares¹ 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 1 each: 107,487,200

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B shares, nominal value DKK 1 each: 539,472,800

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

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

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 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 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

1 The outstanding number of shares represents the total number of shares less the Company's holding of treasury shares.

EXPLANATORY NOTE

This Amendment No. 1 to our annual report on Form 20-F for the year ended December 31, 2007 is filed solely for the purpose of incorporating by reference exhibit 1.1 hereto which was omitted from the Form 20-F filed by Novo Nordisk A/S on 11 February 2008. This Amendment consists of this explanatory note as well as a revised Exhibit List. It does not amend, delete or update any other part of the Form 20-F.

b. Exhibits

List of exhibits:

| Exhibit No. | Description | Method of filing |
|-------------|--|--|
| 1.1 | Articles of Association of Novo Nordisk A/S | Incorporated by reference to Registrant's Report on Form 6-K dated 2 April 2008 |
| 8.1 | List of companies in the Novo Nordisk Group | Incorporated by reference to pages 100-101 of our Annual Report 2007 filed on Form 6-K dated 11 February 2008. |
| 12.1 | Certification of Lars Rebien Sørensen, President and Chief Executive Officer of Novo Nordisk, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Incorporated by reference to Exhibit 12.1 to our annual report on Form 20-F, as filed on 11 February 2008. |
| 12.2 | Certification of Jesper Brandgaard, Executive Vice President and Chief Financial Officer of Novo Nordisk, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Incorporated by reference to Exhibit 12.2 to our annual report on Form 20-F, as filed on 11 February 2008. |
| 13.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Incorporated by reference to Exhibit 13.1 to our annual report on Form 20-F, as filed on 11 February 2008. |
| 14.1 | Registrant's Annual Report for the fiscal year ended December 2007. | Incorporated by reference to the Registrant's Report on Form 6-K dated 11 February 2008. |
| 14.2 | Registrant's Annual Report for the fiscal year ended December 2006. | Incorporated by reference to the Registrant's Report on Form 6-K dated 8 February 2007. |

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SIGNATURES

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

NOVO NORDISK A/S

/s/ Lars Rebien Sørensen

/s/ Jesper Brandgaard

Name: Lars Rebien Sørensen
Title: President and Chief Executive Officer

Name: Jesper Brandgaard
Title: Executive Vice President and Chief Financial Officer

Dated: 9 June 2007
