

Novartis Securities Investment Ltd.  
Form POSASR  
February 21, 2014

Registration No. 333-183955

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

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Post-Effective Amendment No. 2

to

**Form F-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Novartis AG**

(Exact name of Registrant as specified in its charter)

**Novartis Inc.**

(Translation of Registrant's name into English)

**Switzerland**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

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(I.R.S. Employer Identification No.)

**Lichtstrasse 35**

**4056 Basel, Switzerland**

**+41 61 324 1111**

(Address and telephone number of Registrant's principal executive offices)

**Novartis Capital Corporation**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**26-3086456**

(I.R.S. Employer Identification No.)

**230 Park Avenue, 21st Floor  
New York, New York 10169  
+ 1 212 307 1122**

(Address and telephone number of Registrant's principal executive offices)

**Novartis Securities Investment Ltd.**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Bermuda**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification No.)

**131 Front Street  
Hamilton, HM12, Bermuda  
+1 441 296 8025**

(Address and telephone number of Registrant's principal executive offices)

**Dr. Felix R. Ehrat  
Dr. Christian Rehm**

**Novartis AG  
Lichtstrasse 35  
CH-4056 Basel  
Switzerland  
+41 61 324 1111**

(Name, address and telephone number of agent for service)

Copies of all communications to:

**Bernd Bohr  
Mayer Brown International LLP  
201 Bishopsgate  
London EC2M 3AF  
+44 20 3130 3640**

**Stuart K. Fleischmann  
Shearman & Sterling LLP  
599 Lexington Ave  
New York, NY 10022  
+1 212 848 7527**

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Approximate date of commencement of proposed sale to the public: **From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**Explanatory Note**

The purpose of this Post-Effective Amendment No. 2 to the registration statement is to file certain exhibits to the registration statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 9. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Form of Underwriting Agreement (1)
4.1	Indenture, dated February 10, 2009 among Novartis Capital Corporation, Novartis Securities Investment Ltd. and Novartis Finance S.A., as issuers, Novartis AG, as guarantor, and HSBC Bank USA, National Association, as trustee (2)
4.2	Form of Guaranteed Debt Security (3)
4.3	Form of Guaranteed Debt Security for 2.400% Notes due 2022 (4)
4.4	Form of Guaranteed Debt Security for 3.700% Notes due 2042 (5)
4.5	Officer s Certificate of Novartis Capital Corporation (6)
4.6	Form of Guaranteed Debt Security for 3.400% Notes due 2024
4.7	Form of Guaranteed Debt Security for 4.400% Notes due 2044
4.8	Officer s Certificate of Novartis Capital Corporation
5.1	Opinion of Mayer Brown International LLP, special U.S. counsel to Novartis AG, Novartis Capital Corporation and Novartis Securities Investment Ltd. (7)
5.2	Opinion of Bär & Karrer AG, special Swiss counsel to Novartis AG (8)
5.3	Opinion of Appleby, special Bermuda counsel to Novartis Securities Investment Ltd. (9)
5.4	Opinion of Mayer Brown International LLP, special U.S. counsel to Novartis AG and Novartis Capital Corporation (10)
5.5	Opinion of Bär & Karrer AG, special Swiss counsel to Novartis AG (11)
5.6	Opinion of Mayer Brown International LLP, special U.S. counsel to Novartis AG and Novartis Capital Corporation
5.7	Opinion of Bär & Karrer AG, special Swiss counsel to Novartis AG
12.1	Computation of Ratio of Earnings to Fixed Charges (12)
12.2	Computation of Ratio of Earnings to Fixed Charges (13)
23.1	Consent of Mayer Brown International LLP (included in Exhibits 5.1, 5.4 and 5.6)
23.2	Consent of Bär & Karrer AG (included in Exhibits 5.2, 5.5 and 5.7)
23.3	Consent of Appleby (included in Exhibit 5.3)

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- 23.4 Consent of PricewaterhouseCoopers AG (14)
- 24.1 Powers of Attorney (15)
- 25.1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of HSBC Bank USA, National Association (16)

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- 
- (1) Incorporated by reference to Exhibit 1.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
  - (2) Incorporated by reference to Exhibit 4.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
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  - (7) Incorporated by reference to Exhibit 5.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
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  - (13) Incorporated by reference to Exhibit 12.2 of the Report on Form 6-K furnished to the SEC on February 18, 2014 with a statement of computation of the ratio of earnings to fixed charges
  - (14) Incorporated by reference to Exhibit 23.4 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
  - (15) Incorporated by reference to the signature pages of Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012
  - (16) Incorporated by reference to Exhibit 25.1 to Form F-3 (file no. 333-183955) filed with the SEC on September 18, 2012

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant, Novartis AG, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Basel, on the 21st day of February, 2014.

Novartis AG

By: /s/ HARRY KIRSCH  
 Name: Harry Kirsch  
 Title: Authorized Signatory

By: /s/ DR. FELIX R. EHRAT  
 Name: Dr. Felix R. Ehrat  
 Title: Authorized Signatory

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Joseph Jimenez	Chief Executive Officer (principal executive officer)	February 21, 2014
/s/ HARRY KIRSCH Harry Kirsch	Chief Financial Officer (principal financial and accounting officer)	February 21, 2014
Dr. Joerg Reinhardt	Chairman of the Board of Directors	February 21, 2014
* Dr. Ulrich Lehner	Vice Chairman of the Board of Directors	February 21, 2014
* Dr. Enrico Vanni	Vice Chairman of the Board of Directors	February 21, 2014
* Dr. Dimitri Azar	Director	February 21, 2014
Dr. Verena A. Briner	Director	February 21, 2014
* Dr. William Brody	Director	February 21, 2014



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<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Dr. Srikant Datar	Director	February 21, 2014
* Ann Fudge	Director	February 21, 2014
* Dr. Pierre Landolt	Director	February 21, 2014
* Dr. Andreas von Planta	Director	February 21, 2014
Dr. Charles L. Sawyers	Director	February 21, 2014
* Dr. Ing. Wendelin Wiedeking	Director	February 21, 2014
William T. Winters	Director	February 21, 2014
* Dr. Rolf M. Zinkernagel	Director	February 21, 2014
* Barry Rosenfeld	Authorized U.S. Representative	February 21, 2014

Post-Effective Amendment No.2 to Registration Statement

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Novartis Capital Corporation

By:

Name:

Title:

Helen Boudreau

Director and President (principal executive officer  
and principal financial and accounting officer)

\*

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ FELIX SENN Felix Senn	Chairman of the Board of Directors	February 21, 2014
* Helen Boudreau	Director and President (principal executive officer and principal financial and accounting officer)	February 21, 2014

Post-Effective Amendment No.2 to Registration Statement

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Novartis Securities Investment Ltd.

By:

	*
Name:	Simon Zivi
Title:	Chairman of the Board of Directors (principal executive officer and principal financial and accounting officer)

By:

	*
Name:	Michael L. Jones
Title:	Deputy Chairman of the Board of Directors and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
Simon Zivi	Chairman of the Board of Directors (principal executive officer and principal financial and accounting officer)	February 21, 2014
Michael L. Jones	Deputy Chairman of the Board of Directors and Secretary	February 21, 2014
Felix Eichhorn	Director	February 21, 2014
Timothy Faries	Director	February 21, 2014
Alison Dyer-Fagundo	Alternate Director	February 21, 2014
Tonesan Amissah	Alternate Director	February 21, 2014
Barry Rosenfeld	Authorized U.S. Representative	February 21, 2014

Post-Effective Amendment No.2 to Registration Statement



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\*By his signature below, each of the undersigned, pursuant to a duly authorized power of attorney filed with the Securities and Exchange Commission, have signed this Post-Effective Amendment No. 2 to the registration statement on behalf of the person indicated.

/s/ FELIX SENN  
Felix Senn

/s/ DR. FELIX R. EHRAT  
Dr. Felix R. Ehrat

Post-Effective Amendment No.2 to Registration Statement

**EXHIBIT INDEX**

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