

SYNGENTA AG  
Form S-8  
July 20, 2004

As filed with the Securities and Exchange Commission on July 20, 2004

Registration No. 333-

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

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**S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**SYNGENTA AG**

(Exact name of registrant as specified in its charter)

**SWITZERLAND**

(State or other jurisdiction of  
incorporation or organization)

**N/A**

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

**Schwarzwaldallee 215  
4058 Basel  
Switzerland  
Telephone: 011 41 61 323 1111**  
(Address of principal executive offices)

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**SYNGENTA DEFERRED SHARE PLAN (SHARE AWARDS)**

(Full title of the plan)

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**Elizabeth K. Quarles  
Syngenta Corporation  
2200 Concord Pike  
Wilmington, DE 19803  
(302) 425-2000**

(Name and address of agent for service)

**Telephone number, including area code, of agent for service: (302) 425-2000**

*Copies to:*

**Louis L. Goldberg, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
(212) 450-4000**

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one-fifth of an Ordinary Share, nominal value CHF 10 each, of Syngenta AG	660,000	\$16.96 (2)	\$11,193,600	\$1,419 (1)

- (1) Plus an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended solely for the purpose of computing the registration fee, based on the closing price of the securities being registered hereby on the New York Stock Exchange Composite Transaction Tape on July 14, 2004.

**This Registration Statement Includes a Total of 20 Pages.  
Exhibit Index on Page 4.**

**EXPLANATORY STATEMENT**

This registration statement is filed to register additional American Depositary Shares ("ADS's") for issuance under the Syngenta Deferred Share Plan ("Share Awards"), in respect of which ADS's were previously registered on Form S-8, Reg. No. 333-101794 on December 12, 2002 (the "2002 Registration Statement"). Pursuant to General Instruction E of Form S-8, the 2002 Registration Statement is incorporated herein by reference.

**PART I****ITEM 1. PLAN INFORMATION**

Not required to be filed with this registration statement.

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION**

Not required to be filed with this registration statement.

**PART II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****ITEM 3. INTERESTS OF NAMED EXPERTS AND COUNSEL**

Messrs. C. Maeder, General Counsel, and D. Heller, Company Secretary, hold equity securities of the Registrant with a value in excess of \$50,000.

**ITEM 4. EXHIBITS**

Exhibit  
Number Exhibit

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- 4.1 English translation of the Articles of Incorporation (*Satzung*) of the Registrant (incorporated by reference to the Form F-1, Exhibit 3.1)
- 4.2 Form of Deposit Agreement dated as of November 13, 2000, among the Registrant, The Bank of New York as Depository, and all Owners and Beneficial Owners from time to time of American Depository Receipts issued thereunder (incorporated by reference to the Registrant's 1933 Act registration statement Form F-6 (Reg. No. 333-97301), Exhibit A)
- 5 Opinion of Christoph Maeder and Damian Heller regarding the legality of any original issuance securities being registered
- 23.1 Consent of Ernst & Young Ltd.
- 23.2 Consent of KPMG Fides Peat and PricewaterhouseCoopers AG
- 23.3 Consent of Messrs. Maeder and Heller (included in Exhibit 5)
- 24 Powers of Attorney (included on the signature page of the 2002 Registration Statement)
- 99.3 Syngenta Deferred Share Plan (Share Awards), with U.S. Addendum

1

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the 1933 Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Basel, Switzerland on this 15th day of July, 2004.

SYNGENTA AG

By: /s/ Heinz Imhof

\_\_\_\_\_  
Name: Heinz Imhof

Title: Chairman

By: /s/ Michael Pragnell

\_\_\_\_\_  
Name: Michael Pragnell

Title: Chief Executive Officer

2

Pursuant to the requirements of the 1933 Act, this registration statement has been signed by the following persons in the capacities set forth below on July 15, 2004.

**SIGNATURE**

**TITLE**

/s/ Heinz Imhof

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Heinz Imhof

Chairman, Board of Directors

/s/ Michael Pragnell

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Michael Pragnell

Chief Executive Officer and Member,  
Board of Directors

/s/ Domenico Scala

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Domenico Scala

Chief Financial Officer and Chief  
Accounting Officer

/s/ Martin Taylor\*

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Martin Taylor

Vice Chairman, Board of Directors

/s/ Peggy Bruzelius\*

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Peggy Bruzelius

Member, Board of Directors

/s/ Peter Doyle\*

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Peter Doyle

Member, Board of Directors

/s/ Rupert Gasser\*

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Rupert Gasser

Member, Board of Directors

/s/ Pierre Landolt\*

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Pierre Landolt

Member, Board of Directors

/s/ Pedro Reiser\*

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Pedro Reiser

Member, Board of Directors

/s/ Rolf Watter\*

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Rolf Watter	Member, Board of Directors
<hr/>	
/s/ Felix Weber*	
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Felix Weber	Member, Board of Directors
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/s/ Elizabeth K. Quarles	Authorized Representative in the United
<hr/>	
Elizabeth K. Quarles	States
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*By: /s/ Elizabeth K. Quarles	Attorney in Fact
Elizabeth K. Quarles	

**INDEX TO EXHIBITS**

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Addendum

\*Incorporated herein by reference