

SMITH & NEPHEW PLC  
Form 6-K  
January 22, 2009

**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**

January 22, 2009

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                       Form 40-F  
          ---    ---

[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    No   
          ---    ---

[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    No   
          ---    ---

[Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing information to the

Edgar Filing: SMITH & NEPHEW PLC - Form 6-K

Commission pursuant to Rule 12g3-2 (b) under the Securities Exchange Act of 1934.]

Yes

---

No

---

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: January 22, 2009

By: /s/ Paul Chambers  
-----  
Paul Chambers  
Company Secretary

**Smith & Nephew  
and Plus vendors renegotiate  
purchase agreement**

**22 January 2009**

Smith & Nephew  
plc  
(LSE: SN, NYSE: SNN), the global medical technology business,

announces that it has renegotiated, with the vendors of Plus Orthopedics Holding AG ("Plus"), the original purchase agreement for Plus.

Smith & Nephew and the vendors of Plus have reached an agreement to reduce the total original purchase price by CHF 159 million (\$141 million) from CHF 1086 million (\$889 million at then prevailing rates) paid in May 2007. As part of the agreement

the parties have resolved their disputes on the contractual purchase price adjustments. In addition, Smith & Nephew is releasing the vendors from substantially all of their warranties, including those

relating to taxation, under the original purchase agreement and has dropped all existing claims under the original warranties.

Commenting on the settlement, David Illingworth, Chief Executive of Smith & Nephew, said:

"I am very pleased that we have reached this agreement with the vendors of Plus.

The strategic logic behind the acquisition remains intact. Our enlarged European business is well on its way to realising its potential, through the hard work of our employees as they focus on delivering the best outcomes for patients and service to our customers."

## Enquiries

### Investors /Media

Liz Hewitt  
Phil Cowdy  
Smith & Nephew Tel: +44 (0) 20 7401 7646

### Media

Jon Coles Tel: +44 (0) 20 7404 5959  
Brunswick – London

Cindy Leggett-Flynn Tel: +1 (212) 333 3810  
Brunswick – New York

### About Smith & Nephew

Smith & Nephew is a global medical technology business, specialising in Orthopaedics, including Reconstruction, Trauma and Clinical Therapies; Endoscopy and Advanced Wound Management. Smith & Nephew is a global leader in arthroscopy and advanced wound management and is one of the leading global orthopaedics companies.

Smith & Nephew is dedicated to helping improve people's lives. The Company prides itself on the strength of its relationships with its surgeons and professional healthcare customers, with whom its name is synonymous with high standards of performance, innovation and trust. The Company operates in 32 countries around the world. Annual sales in 2007 were nearly \$3.4 billion.

### Forward-Looking Statements

*This press release contains certain "forward-looking statements" within the meaning of the US*

*Private Securities Litigation Reform Act of 1995. In particular, statements regarding expected revenue growth and trading margins discussed under "Outlook" are forward-looking statements as are discussions of our product pipeline. These statements, as well as the phrases "aim", "plan", "intend", "anticipate", "well-placed", "believe", "estimate", "expect", "target", "consider" and similar expressions, are generally intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors (including, but not limited to, the outcome of*

*litigation, claims and regulatory approvals) that could cause the actual results, performance or achievements of Smith & Nephew, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Please refer to the documents that Smith & Nephew has filed with the U.S. Securities and Exchange Commission under the U.S. Securities Exchange Act of 1934, as amended, including Smith & Nephew's most recent annual report on Form 20F, for a discussion of certain of these factors.*

*All forward-looking statements in this press release are based on information available to Smith & Nephew as of the date hereof. All written or oral forward-looking statements attributable to Smith & Nephew or any person acting on behalf of Smith & Nephew are expressly qualified in their entirety by the foregoing. Smith & Nephew does not undertake any obligation to update or revise any forward-looking statement contained herein to reflect any change in Smith & Nephew's expectation with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*