

TOWER SEMICONDUCTOR LTD
Form F-3
April 11, 2013

As filed with the Securities and Exchange Commission on April 11, 2013
Registration No. 333-[_____]

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

FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TOWER SEMICONDUCTOR LTD.
(Exact name of Registrant as specified in its charter)

Israel
(State or other jurisdiction of incorporation or
organization)

Not Applicable
(I.R.S. Employer Identification No.)

P.O. Box 619
Migdal Haemek, Israel, 23105
972-4-650-6611
(Address and telephone number of Registrant's principal executive offices)

Tower Semiconductor USA
2350 Mission College Blvd., Suite 500
Santa Clara, California 95054
Tel: 408-327-8900
Facsimile: 408-969-0831
(Name, address and telephone number of agent for service)

Copies of all Correspondence to:
DAVID H. SCHAPIRO, ADV.

ERIC SPINDEL, ADV.
Yigal Arnon & Co.
1 Azrieli Center
Tel Aviv, 67021 Israel
Tel: 972-3-608-7856

SHELDON KRAUSE, ESQ.
Eilenberg & Krause LLP
11 East 44th Street
New York, NY 10017
Tel: 212-986-9700

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

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, please 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. o

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. o

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. o

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit(2)	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee
Ordinary Shares, par value NIS 1.00 per share				
Debt Securities				
Warrants				
Subscription Rights				
Units				
Total			\$23,337,500	\$3,184 (3)

(1) This registration statement covers offers, sales and distributions of an indeterminate number or aggregate principal amount of the registered securities which the registrant may from time to time issue at indeterminate prices. The aggregate maximum offering price of all securities covered by this registration statement will not exceed \$23,337,500 or if the registrant issues any debt securities at an original issuance discount, such greater amount as shall result in proceeds of \$23,337,500 to the registrant. The securities covered by this registration statement may be sold separately or as units with other classes of the registered securities. The securities covered by this registration statement also include such indeterminate numbers of ordinary shares and amount of debt securities as may be issued upon conversion of or exchange for, debt securities or that provide for conversion or exchange, upon exercise of warrants or pursuant to the anti-dilution provisions of any such securities.

(2) The registrant will determine the proposed maximum offering price per unit and the proposed maximum aggregate offering price per class from time to time in connection with the issuance of the registered securities. The proposed maximum aggregate offering price for each class is omitted pursuant to General Instruction II.C of Form F-3 under the Securities Act of 1933.

- (3) The registration fee has been calculated, pursuant to Rule 457(o) under the Securities Act on the basis of the maximum aggregate offering price of the securities listed. In addition to the \$23,337,500 of securities set forth in the table above, this registration statement includes a total of \$21,662,500 of unsold securities that had previously been registered under the company's registration statement on Form F-3 (333-169491) filed with the Securities Exchange Commission on September 20, 2010 (the "Prior Registration Statement") for a total of \$45,000,000 of securities that may be issued under this registration statement. In connection with the registration of such unsold securities on the Prior Registration Statement, the company paid a registration fee of \$2,954 for such unsold securities. In accordance with Rule 415(a)(6) of the Securities Act, the registration fee paid for the unsold securities on the Prior Registration Statement will be used to offset the current registration fee due. Accordingly, the amount of the registration fee for the registration of the securities under this registration statement of \$6,138 has been reduced by \$2,954. Pursuant to Rule 415(a)(6) of the Securities Act, the offering of the unsold securities registered under the Prior Registration Statement will be deemed terminated as of the date of effectiveness of this registration statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION
DATED APRIL 11, 2013

PROSPECTUS

\$45,000,000
Ordinary Shares
Debt Securities
Warrants
Subscription Rights
Units

We may offer under this prospectus from time to time, at prices and on terms to be determined by market conditions at the time we make the offer, up to an aggregate of \$45,000,000 of our:

- ordinary shares;
- debt securities (including convertible debt securities);
- warrants to purchase ordinary shares or debt securities;
- subscription rights; or
- any combination of the above, separately or as units.

This prospectus may not be used to sell our securities unless accompanied by a prospectus supplement. Before you invest in our securities, you should carefully read both this prospectus and the prospectus supplement related to the offering of the securities.

Our ordinary shares are listed on the Nasdaq Global Select Market under the symbol "TSEM" and on the Tel Aviv Stock Exchange in Israel under the symbol "TSEM." The last reported sale price of our ordinary shares on April 9, 2013 on the Nasdaq Global Select Market was \$7.47 per share and on the Tel Aviv Stock Exchange was NIS 27.10 per share. We have not yet determined whether any of the other securities that may be offered by this prospectus will be listed on any exchange, inter-dealer quotation system or over-the-counter market. If we decide to seek listing of any such securities, a prospectus supplement relating to those securities will disclose the exchange, quotation system or market on which the securities will be listed.

If we sell securities through agents or underwriters, we will include their names and the fees, commissions and discounts they will receive, as well as the net proceeds to us, in the applicable prospectus supplement.

The securities offered hereby involve a high degree of risk. See “Risk Factors” on page 2.

None of the U.S. Securities and Exchange Commission, the Israeli Securities Authority or any state securities commission have approved or disapproved of these securities or passed upon the adequacy, completeness or accuracy of this prospectus. Any representation to the contrary is a criminal offense under the laws of the United States and the laws of the State of Israel.

The date of this prospectus is _____, 2013

TABLE OF CONTENTS

<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	2
<u>Note Concerning Forward-Looking Statements</u>	2
<u>Where You Can Find More Information: Incorporation of Information by Reference</u>	3
<u>Ratio of Earnings to Fixed Charges</u>	5
<u>Capitalization</u>	7
<u>Price Range of Ordinary Shares</u>	8
<u>Use of Proceeds</u>	9
<u>Dilution</u>	9
<u>Description of Share Capital</u>	10
<u>Description of Debt Securities</u>	14
<u>Description of Subscription Rights</u>	20
<u>Description of Units</u>	22
<u>Description of Warrants</u>	22
<u>Plan of Distribution</u>	23
<u>Offering Expenses</u>	25
<u>Legal Matters</u>	25
<u>Experts</u>	25
<u>Enforceability of Civil Liabilities and Agent for Service of Process in the United States</u>	26

Manufacturing or production capacity refers to installed equipment capacity in our facilities and is a function of the process technology and product mix being manufactured as certain processes require more processing steps than others. All information herein with respect to the wafer capacity of our manufacturing facilities is based upon our estimate of the effectiveness of the manufacturing equipment and processes in use or expected to be in use during the relevant period and the actual or expected process technology and product mix for such period. Unless otherwise specifically stated, all references herein to “wafers” in the context of capacity in Fab 1 are to 150-mm wafers and in Fab 2, Fab 3 and Fab 4 are to 200-mm wafers.

PROSPECTUS SUMMARY

This is a summary of our business and this offering. For a more complete understanding of our business and this offering, you should read the entire prospectus and the documents incorporated by reference.

Company Overview

We are a pure-play independent specialty foundry dedicated to the manufacture of semiconductors. Typically, pure-play foundries do not offer products of their own, but focus on producing integrated circuits, or ICs, based on the design specifications of their customers. We manufacture semiconductors for our customers primarily based on third party designs. We currently offer the manufacture of ICs with geometries ranging from 1.0 to 0.095-micron. We also provide design support and complementary technical services. ICs manufactured by us are incorporated into a wide range of products in diverse markets, including consumer electronics, personal computers, communications, automotive, industrial and medical device products.

Manufacturing facilities overview

Tower was founded in 1993, with the acquisition of National Semiconductor's 150-mm wafer fabrication facility located in Migdal Haemek, Israel, and commenced operations as an independent foundry. Since then, we have significantly upgraded our Fab 1 facility, equipment, capacity and technological capabilities with process geometries ranging from 1.0-micron to 0.35-micron and enhanced our process technologies to include CMOS image sensors, embedded flash, advanced analog, RF (radio frequency) and mixed-signal technologies.

In 2003, we commenced production in Fab 2, a wafer fabrication facility we established in Migdal Haemek, Israel. Fab 2 supports geometries ranging from 0.35 to 0.13-micron, using advanced CMOS technology, including CMOS image sensors, embedded flash, advanced analog, RF (radio frequency), power platforms and mixed-signal technologies.

In September 2008, we merged with Jazz Technologies, Inc (together with its subsidiaries, referred to herein as "Jazz"). Jazz focuses on specialty process technologies for the manufacture of analog and mixed-signal semiconductor devices. Jazz's specialty process technologies include advanced analog, radio frequency, high voltage, bipolar and silicon germanium bipolar complementary metal oxide ("SiGe") semiconductor processes. ICs manufactured by Jazz are incorporated into a wide range of products, including cellular phones, wireless local area networking devices, digital TVs, set-top boxes, gaming devices, switches, routers and broadband modems. Jazz operates one semiconductor fabrication facility in Newport Beach, California ("Fab 3"). Fab 3 supports geometries ranging from 0.80 micron to 0.13 micron. The merger has provided several key benefits, including increased global capacity, a larger customer base, a more comprehensive product portfolio and a stronger financial base.

In June 2011, we acquired a fabrication facility in Nishiwaki City, Hyogo, Japan ("Fab 4") from Micron. The assets and related business that we acquired from Micron are held and conducted through a wholly owned Japanese subsidiary, TowerJazz Japan Ltd. ("TJP"). Fab 4 supports geometries ranging from 0.13 to 0.095-micron to manufacture DRAM and CMOS image sensor products, and we are currently qualifying other process technologies in Fab 4 to enable it to manufacture other customer products.

Our executive offices and Israeli manufacturing facilities are located in the Ramat Gavriel Industrial Park, Shaul Amor Street, Post Office Box 619, Migdal Haemek, 23105 Israel, and our telephone number is 972-4-650-6611.

Further details about us and our operations are provided in our Annual Report on Form 20-F, and the other documents incorporated by reference into this prospectus. See “Where You Can Find More Information; Incorporation of Information by Reference”. You are encouraged to thoroughly review the documents incorporated by reference into this prospectus as they contain important information concerning our business and our prospects.

Additional information about us and our operations may be found at our web site: www.towerjazz.com. Information on our website is not incorporated by reference in this prospectus.

The Offering

This prospectus is part of a registration statement on Form F-3 that we filed with the Securities and Exchange Commission utilizing a “shelf” registration process. Under this process, we may sell any combination of the securities described in this prospectus in one or more offerings up to a total dollar amount of \$45 million. This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities under this prospectus, we will provide a prospectus supplement containing specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. To the extent that any information we provide in a prospectus supplement is inconsistent with information in this prospectus, the information in the prospectus supplement will modify or supersede this prospectus. You should read both this prospectus and any prospectus supplement together with the additional information described under the headings “Where You Can Find More Information; Incorporation of Information by Reference.”

RISK FACTORS

An investment in our securities is speculative and involves a high degree of risk. Therefore, you should not invest in our securities unless you are able to bear a loss of your entire investment. You should carefully consider the risk factors described in our Annual Report on Form 20-F for the year ended December 31, 2011, filed with the SEC, which is incorporated by reference in this prospectus, and in subsequent reports that we file with the SEC. You should carefully consider these risks together with the other information contained or incorporated by reference in this prospectus before deciding to invest in our securities. If any of these risks actually occur, our business, financial condition and results of operations could be materially and adversely affected. In that case, the trading price of our ordinary shares could decline, and you may lose all or part of your investment.

NOTE CONCERNING FORWARD-LOOKING STATEMENTS

The statements incorporated by reference or contained in this prospectus discuss our future expectations, contain projections of our results of operations or financial condition, and include other forward-looking information within the meaning of Section 27A of the Securities Act of 1933, as amended. You should not unduly rely on forward-looking statements contained or incorporated by reference in this prospectus. Our actual results and performance may differ materially from those expressed in such forward-looking statements. Forward-looking statements that express our beliefs, plans, objectives, assumptions, future events or performance may involve estimates, assumptions, risks and uncertainties. Such risks and uncertainties are discussed in this prospectus under the heading “Risk Factors”, and in our other filings with the Securities and Exchange Commission, which are also filed with the Israel Securities Authority. You should read and interpret any forward-looking statements together with these documents. Forward-looking statements often, although not always, include words or phrases such as the following: “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimate,” “intends,” “plans,” “projection” and “outlook.”

Any forward-looking statement speaks only as of the date on which that statement is made. We will not update, and expressly disclaim any obligation to update, any forward-looking statement to reflect events or circumstances that occur after the date on which such statement is made.

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION OF
INFORMATION BY REFERENCE

We have filed a registration statement on Form F-3 with the Securities and Exchange Commission in connection with this offering. In addition, we file reports with, and furnish information to, the Securities and Exchange Commission. You may read and copy the registration statement and any other documents we have filed at the Securities and Exchange Commission, including any exhibits and schedules, at the Securities and Exchange Commission's public reference room at 100 F Street N.E., Washington, D.C. 20549. You may call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on this public reference room. As a foreign private issuer, all documents which were filed after November 4, 2002 on the Securities and Exchange Commission's EDGAR system are available for retrieval on the Securities and Exchange Commission's website at www.sec.gov. These Securities and Exchange Commission filings are also available to the public on the Israel Securities Authority's Magna website at www.magna.isa.gov.il and from commercial document retrieval services. We also generally make available on our own web site (www.towersemi.com) our quarterly and year-end financial statements as well as other information.

This prospectus is part of the registration statement and does not contain all of the information included in the registration statement. Whenever a reference is made in this prospectus to any of our contracts or other documents, the reference may not be complete and, for a copy of the contract or document, you should refer to the exhibits that are a part of the registration statement.

The Securities and Exchange Commission allows us to "incorporate by reference" into this prospectus the information we file with it, which means that we can disclose important information to you by referring you to those documents. Information incorporated by reference is part of this prospectus. We incorporate by reference the documents listed below and amendments to them. These documents and their amendments were previously filed with the Securities and Exchange Commission.

This prospectus will be deemed to incorporate by reference the following documents previously filed by us with the Securities and Exchange Commission:

- Annual report on Form 20-F for the year ended December 31, 2011, filed on April 30, 2012, to the extent the information in that report has not been updated or superseded by this prospectus;
 - Report on Form 6-K dated September 2012 No. 1 (filed on September 4, 2012);
 - Report on Form 6-K dated February 2013 No. 3 (filed on February 22, 2013);

- Report on Form 6-K dated March 2013 No. 5 (filed on March 14, 2013);
 - Report on Form 6-K dated March 2013 No. 8 (filed on March 25, 2013; and
- any report on Form 6-K, or parts thereof, meeting the requirements of Form F-3 filed after the date of the initial registration statement and prior to its effectiveness, which states that it, or any part thereof, is being incorporated by reference herein.

This prospectus shall also be deemed to incorporate by reference all subsequent annual reports filed on Form 20-F, Form 40-F or Form 10-K, and all subsequent filings on Forms 10-Q and 8-K filed by the registrant pursuant to the Exchange Act, prior to the termination of the offering made by this prospectus. We may incorporate by reference into this prospectus, any Form 6-K meeting the requirements of Form F-3 which is submitted to the Securities and Exchange Commission after the date of the filing of the registration statement being filed in connection with this offering and before the date of termination of this offering. Any such Form 6-K which we intend to so incorporate shall state in such form that it is being incorporated by reference into this prospectus.

We will provide to each person, including any beneficial owner, to whom this prospectus is delivered, a copy of these filings, at no cost, upon written or oral request to us at: Ramat Gavriel Industrial Park, Post Office Box 619, Migdal Haemek, 23105 Israel, Attn: Corporate Secretary, telephone number: 972-4-650-6109. Copies of these filings may also be accessed at our website, www.towerjazz.com. Click on "Investor Relations" and then "Filings."

A copy of this prospectus, our memorandum of association and our articles of association, are available for inspection at our offices at Shaul Amor Avenue, Ramat Gavriel Industrial Park, Migdal Haemek, Israel and on the Israel Securities Authority's Magna website, www.magna.isa.gov.il.

As a foreign private issuer, we are exempt from the rules under Section 14 of the Exchange Act prescribing the furnishing and content of proxy statements and our officers, directors and principal shareholders are exempt from the reporting and other provisions in Section 16 of the Exchange Act.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings as adjusted to fixed charges in accordance with US GAAP for the periods presented are as follows:

	Year Ended December 31,				
	2012	2011	2010	2009	2008
Ratio of earnings as adjusted to fixed charges	See (1) below	1.07	0.41	See (2) below	See (3) below

- (1) Earnings as adjusted were inadequate to cover fixed charges by \$62.9 million in 2012.
 (2) Earnings as adjusted were inadequate to cover fixed charges by \$125.5 million in 2009.
 (3) Earnings as adjusted were inadequate to cover fixed charges by \$240.2 million in 2008.

For the purpose of these computations, earnings have been calculated as the sum of (i) pretax income from continuing operations; and (ii) amortization of capitalized interest offset by interest capitalized. Fixed charges consist of the sum of (i) interest expensed and capitalized, amortized premiums, discounts and capitalized expenses related to indebtedness; and (ii) an estimate of the interest within rental expense (calculated based on a reasonable approximation of the interest factor).

	2012	2011	2010	2009
Earnings				
(losses):				
Income				
(losses)				
before				
income taxes	(62,943)	2,832	(29,537)	(125,481)
Gain on debt				
restructuring	--	--	--	--
Interest				
capitalized				
(c)	--	--	--	--
	(62,943)	2,832	(29,537)	(125,481)

2016

On March 15, 2016, Syngenta completed the divestiture of Syngenta Bio

Syngenta – July 26, 2017 / Page 8 of 20

ChemChina Tender Offer

Impact of the Offer on the consolidated financial statements

Special dividend

On May 16, 2017, as a result of the ChemChina Tender Offer being decl

Amendments to Syngenta's Equity Plans

On February 1 and 2, 2016 the Syngenta Board of Directors and the Com

On June 7, 2017, Syngenta AG paid \$276 million to settle all outstanding

Under cash-settled share based payment accounting, the fair value of the

Syngenta – July 26, 2017 / Page 9 of 20

Note 5: Revenue

In the tables below, revenue is disaggregated by major product lines and

The analysis of revenue by major product line is as follows:

For the six months ended June 30, (\$m)	2017	2016
Selective herbicides	1,691	1,849
Non-selective herbicides	379	391
Fungicides	1,673	1,758
Insecticides	743	785
Seedcare	416	403
Other crop protection	58	58
Total Crop Protection	4,960	5,244
Corn and soybean	826	768
Diverse field crops	487	449
Vegetables	330	327
Total Seeds	1,643	1,544
Elimination of Crop Protection sales to Seeds	(27)	(30)
Controls	233	223
Flowers	111	113
Group sales	6,920	7,094

The analysis of revenue by primary geographical market is as follows:

For the six months ended June 30, (\$m)	2017	2016
Europe, Africa and Middle East	2,825	2,841
North America	2,234	2,228
Latin America	903	1,059
Asia Pacific	958	966
Group sales	6,920	7,094

Note 6: Segmental information

Syngenta is organized on a worldwide basis into five operating segments

No operating segments have been aggregated to form the above reportable

2017 (\$m)	Europe, Africa, Middle East	North America	Latin America
Sales	2,679	2,119	875
Cost of goods sold	(1,250)	(1,098)	(462)
Gross profit	1,429	1,021	413
Marketing and distribution	(293)	(276)	(284)
Research and development	-	-	-
General and administrative	(126)	(76)	(55)
Operating income/(loss)	1,010	669	74
Income from associates and joint ventures			
Financial expense, net			
Income before taxes			

2016 (\$m)	Europe, Africa, Middle East	North America	Latin America
Sales	2,692	2,115	1,041
Cost of goods sold	(1,265)	(1,113)	(552)
Gross profit	1,427	1,002	489
Marketing and distribution	(278)	(265)	(229)
Research and development	-	-	-
General and administrative	(99)	(65)	(40)
Operating income/(loss)	1,050	672	220
Income from associates and joint ventures			
Financial expense, net			
Income before taxes			

All activities were in respect of continuing operations.

Note 7: General and administrative

Other general and administrative increased from 2016 to 2017 by \$25 million.

A gain of \$33 million was recognized in 2017 on amendments to the Swiss

Note 8: Restructuring

For the six months ended June 30, (\$m)	2017	2016
Accelerating operational leverage programs:		
Cash costs	108	88
Non-cash costs	-	(1)
Integrated crop strategy programs:		
Cash costs	-	1
Acquisition, divestment and related costs:		
Cash costs		
Associated with industry consolidation, including ChemChina	5	2
Other acquisition and related integration costs	6	16
Non-cash items	27	(1)
Other non-cash restructuring and impairment:		
Other non-current asset impairments	5	10
Total Restructuring	151	10

The above costs are presented within Restructuring in the condensed consolidated financial statements.

In addition to the above, of the \$96 million share based payment expense

The total of the above material items is presented within the condensed o

(\$m)	2017	2016
Cost of goods sold	9	3
Marketing and distribution	29	15
Research and development	11	5
Other general and administrative	40	18
Restructuring	151	104
Total	240	145

Restructuring represents the effect on reported performance of initiating

Impairment includes impairment losses associated with major restructuri

The incidence of these business changes may be periodic and the effect o

Analysis of restructuring costs

2017

Accelerating operational leverage programs

Cash costs of \$108 million, including \$16 million of severance and pensio

Acquisition, divestment and related costs

Cash costs include \$5 million of transaction costs related to the ChemCh

Other non-cash restructuring

Other non-current asset impairments consist of an additional \$5 million for

2016

Accelerating operational leverage programs

Cash costs of \$88 million, including \$12 million of severance and pension

Integrated crop strategy programs

The integrated crop strategy programs announced in 2011 were substantial

Acquisition, divestment and related costs

Cash costs included \$2 million of transaction costs related to the ChemC

Divestment gains of \$12 million consisted of the aggregate gain on the sa

Other non-cash restructuring

The other non-cash asset impairment was the write-down of a building in

Note 9: Non-cash and other reconciling items included in income before

(\$m)	2017	2016 (reclassified)
Depreciation, amortization and impairment of:		
Property, plant and equipment	172	171
Intangible assets	95	105
Deferred revenue and other gains and losses	(20)	(9)
Charges in respect of share based compensation	96	70
Charges in respect of pension provisions	36	73
Charges in respect of other provisions	21	38
Financial expense, net	77	130
Losses on hedges reported in operating income	3	2
Income from associates and joint ventures	(2)	(5)
Total	478	575

Charges in respect of share based compensation for 2016 have been reclassified

Note 10: Principal currency translation rates

As an international business selling in over 100 countries and having major

		Average		June	June	December
		six months		30,	30,	31,
		ending June		30,	30,	31,
		2017	2016	2017	2016	2016
Per \$						
Brazilian real	BRL	3.18	3.70	3.31	3.21	3.26
Swiss franc	CHF	1.00	0.99	0.96	0.98	1.02
Euro	EUR	0.93	0.90	0.88	0.90	0.95
British pound sterling	GBP	0.79	0.69	0.77	0.74	0.81
Russian ruble	RUB	58.29	70.55	59.22	64.23	61.55
Ukrainian hryvnia	UAH	26.89	25.49	26.08	24.87	27.19

The average rates presented above are an average of the monthly rates used

Note 11: Issuances, repurchases and repayments of debt and equity s

2017

During 2017, no shares were repurchased. No treasury shares were reissued.

With an effective date of May 18, 2017, Syngenta's committed revolving credit facility was amended.

During June 2017, in accordance with the Change of Control prepayment provisions, the Company repaid \$1.5 billion of the revolving credit facility.

2016

During 2016, no shares were repurchased. No treasury shares were reissued.

On January 29, 2016, the terms of Syngenta's \$1.5 billion committed, revolving credit facility were amended.

Note 12: Financial instruments

The following table shows the carrying amounts and fair values of financial instruments as of July 26, 2017.

Syngenta – July 26, 2017 / Page 16 of 20

	Carrying amount
	(based on market value)
At June 30, 2017	Fair value
(\$m)	level 1
Trade receivables, net:	
Mandatorily measured at fair value through profit and loss	
At amortized cost	
Total	
Derivative and other financial assets:	
Derivative financial assets	8
Marketable securities	4
At amortized cost	
Total	
Financial and other non-current assets:	
Equity investments at fair value through OCI	-
Derivative financial assets	-
Loans, receivables and pooled investments:	
at fair value through profit and loss	48
at amortized cost	
Other, not carried at fair value	
Total	
Current financial debt and other financial liabilities:	
Derivative financial liabilities	-
Non-derivative financial liabilities at amortized cost	
Total	
Financial debt and other non-current liabilities:	
Derivative financial liabilities	-
Non-derivative financial liabilities at amortized cost	
Non-financial liabilities	
Total	

Syngenta – July 26, 2017 / Page 17 of 20

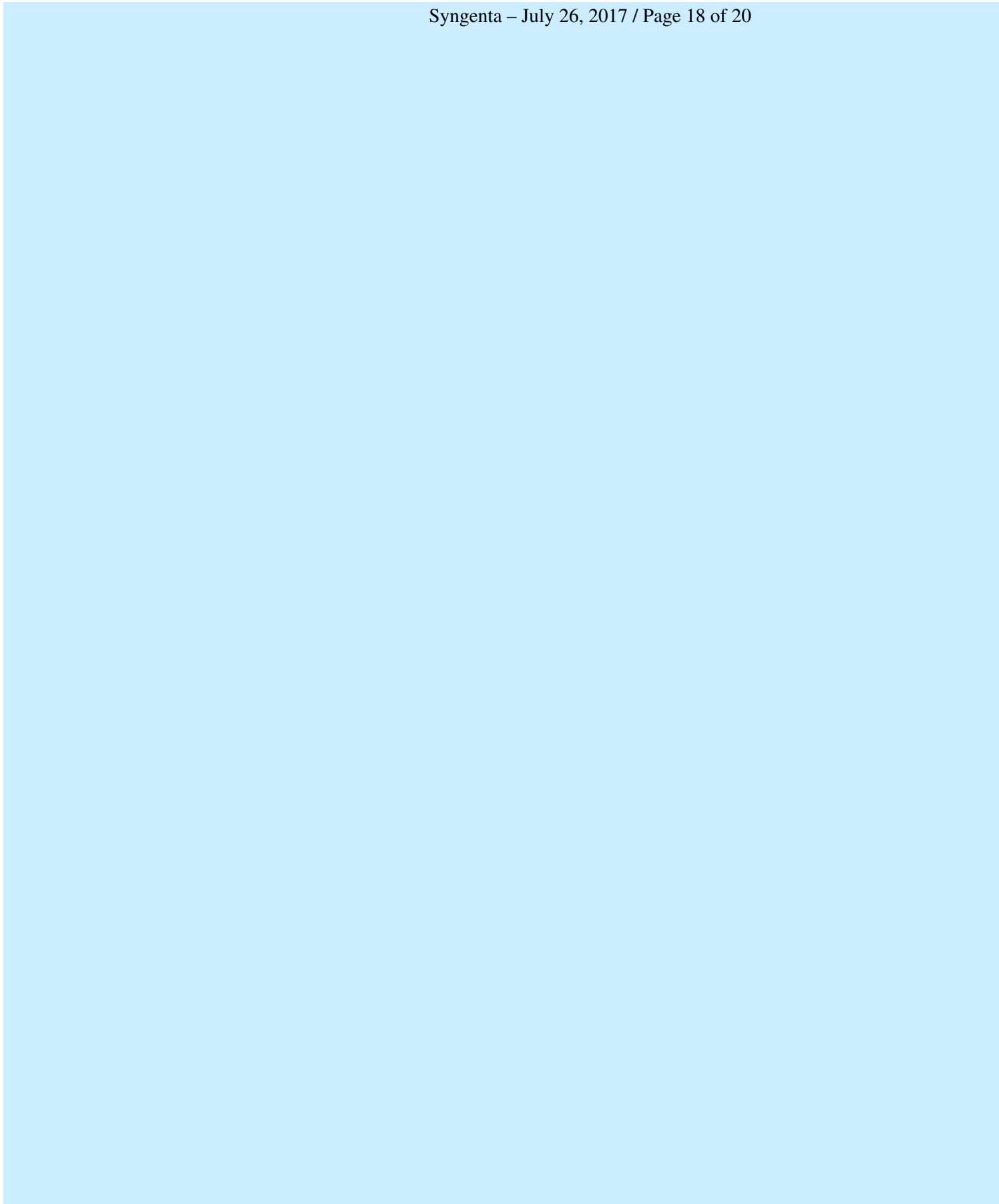
At December 31, 2016 (\$m)	Carrying amount (based on market value) Fair value level 1
Trade receivables, net: Mandatorily measured at fair value through profit and loss At amortized cost Total	
Derivative and other financial assets:	
Derivative financial assets	6
Marketable securities At amortized cost Total	53
Financial and other non-current assets:	
Equity investments at fair value through OCI	1
Derivative financial assets	-
Loans, receivables and pooled investments: at fair value through profit and loss at amortized cost Other, not carried at fair value Total	47
Current financial debt and other financial liabilities:	
Derivative financial liabilities	-
Non-derivative financial liabilities at amortized cost Total	
Financial debt and other non-current liabilities:	
Derivative financial liabilities	-
Non-derivative financial liabilities at amortized cost Non-financial liabilities Total	

The levels of fair value hierarchy used above are defined as follows:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 fair value measurements are those derived from inputs other than quoted prices for identical assets or liabilities in active markets that are observable for the asset or liability, either directly or indirectly, either at the measurement date or throughout the reporting period.

Level 3 fair value measurements are those derived from valuation techniques that use inputs that are not observable for the asset or liability, either at the measurement date or throughout the reporting period.



The valuation techniques and inputs used by Syngenta to derive level 2 f

At June 30, 2017, the fair values of equity securities at fair value through

Note 13: Commitments and contingencies

Litigation matters

On June 23, 2017, a jury awarded \$217.7 million to the plaintiffs in the F

Syngenta – July 26, 2017 / Page 19 of 20

Note 14: Related party transactions

Transactions between Syngenta and fellow subsidiaries of ChemChina, i

At June 30, 2017, Syngenta has accounts receivable from fellow subsidia

On June 12, 2017 Syngenta divested and licensed the U.S. rights to certa

Note 15: Subsequent events

Acquisition of Syngenta AG shares by ChemChina

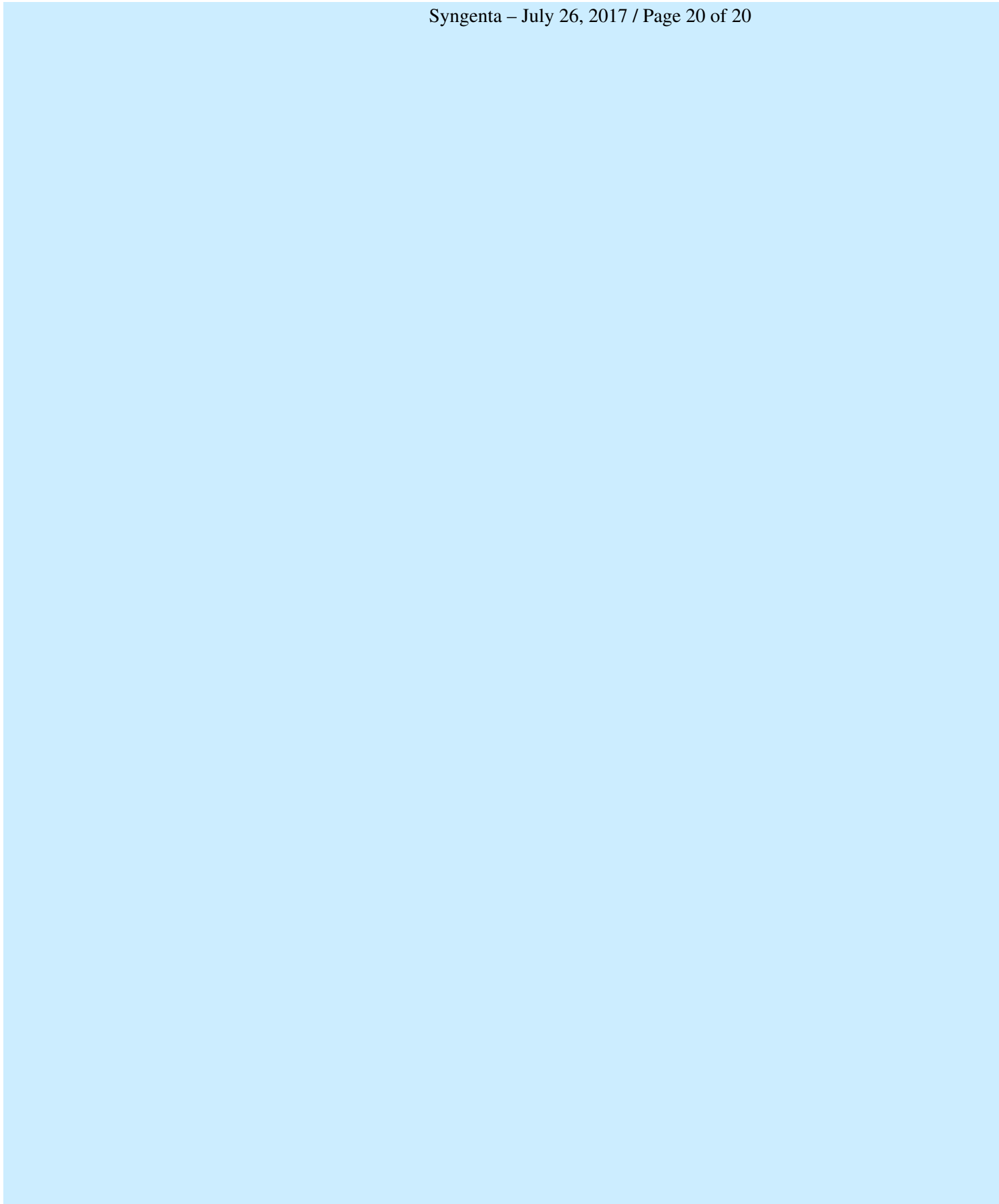
On July 13, 2017, following the purchase of additional Syngenta shares,

As a consequence, ChemChina has filed a petition with the Basel Appell

In parallel, Syngenta will apply for the de-listing from the SIX Swiss Ex

China import approval for Agrisure Duracade® corn trait

On July 17, 2017 Syngenta announced that it had received notification of



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the

SYNGENTA AG

Date: July 26, 2017 By: /s/ Brigitte Benz

Name: Brigitte Benz

Title: Head Shareholder Services & Group Adm

By: /s/ Daniel Michaelis

Name: Daniel Michaelis

Title: Senior Legal Counsel