

REGISTRATION DOCUMENT



GlaxoSmithKline plc

(incorporated in England and Wales with limited liability under registered number 3888792)

GlaxoSmithKline Capital Inc.

(incorporated in the State of Delaware with limited liability under registered number 22383-62)

GlaxoSmithKline Capital plc

(incorporated in England and Wales with limited liability under registered number 2258699)

£15,000,000,000

Euro Medium Term Note Programme

**unconditionally and irrevocably guaranteed in the case of Notes issued by
GlaxoSmithKline Capital Inc. and GlaxoSmithKline Capital plc by
GlaxoSmithKline plc**

GlaxoSmithKline plc, GlaxoSmithKline Capital Inc. and GlaxoSmithKline Capital plc (each an “**Issuer**” and, together, the “**Issuers**”) have prepared this registration document (the “**Registration Document**” which definition shall also include all information incorporated by reference herein), for use in connection with notes (“**Notes**”) issued from time to time under their Euro Medium Term Note Programme (the “**Programme**”). The payment of all amounts owing in respect of the Notes issued by GlaxoSmithKline Capital Inc. and GlaxoSmithKline Capital plc will be unconditionally and irrevocably guaranteed by GlaxoSmithKline plc (the “**Guarantor**”). This Registration Document contemplates the use of a securities note (the “**Securities Note**”) documenting certain information relating to Notes offered pursuant to the Programme and such other information as may be required from time to time under Directive 2003/71/EC, as amended by Directive 2010/73/EU (together, the “**Prospectus Directive**”). This Registration Document, together with an applicable Securities Note relating to an issue of Notes and a summary, constitute a prospectus in respect of such Notes for the purposes of the Prospectus Directive. This Registration Document must be read in conjunction with the Securities Note, the summary and the information incorporated herein and therein by reference. References in an applicable Securities Note to “this Securities Note” should be read and construed as references to the Securities Note together with this Registration Document and the summary. Full information on the Issuers and an offer of Notes is only available on the basis of the combination of this Registration Document and an applicable Securities Note and summary. The Issuers have also prepared a prospectus dated 5th September, 2012 (the “**Prospectus**”, which definition also includes all information incorporated by reference therein) for use in connection with the issue of Notes under the Programme. The Prospectus does not form part of this Registration Document, other than those provisions of the Prospectus specifically incorporated by reference herein (see “*Incorporation by Reference*” herein).

Application will be made to the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the “**UK Listing Authority**”) for Notes issued under the Programme during the period of twelve months from the date of this Registration Document to be admitted to the official list of the UK Listing Authority (the “**Official List**”) and application will be made to the London Stock Exchange plc (the “**London Stock Exchange**”) for such Notes to be admitted to trading on the London Stock Exchange’s Regulated Market. References in any Securities Note to Notes being “**listed**” (and all related references) shall mean that such Notes have been admitted to trading on the London Stock Exchange’s Regulated Market and have been admitted to the Official List. The London Stock Exchange’s Regulated Market is a regulated market for the purposes of Directive 2004/39/EC (the “**Markets in Financial Instruments Directive**”). Information concerning any series of Notes and the terms and conditions thereof will be set forth in the applicable Securities Note which, with respect to Notes to be admitted to the Official List and to trading on the London Stock Exchange’s Regulated Market, will be delivered to the UK Listing Authority and the London Stock Exchange, on or before the date of issue of such Notes.

Factors which may affect the ability of the Issuers or the Guarantor to fulfil their obligations under the Programme and factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme are set out in the section entitled “Risk Factors – Factors that may affect each Issuer’s ability to fulfil its obligations under Notes issued under the Programme” on pages 20 to 28 of the Prospectus (which is incorporated by reference herein) and, as the case may be, the applicable Securities Note.

Arranger

Citigroup

Dealers

**Barclays
Credit Suisse
Goldman Sachs International
J.P. Morgan Cazenove
Morgan Stanley**

**Citigroup
Deutsche Bank
HSBC
Mizuho Securities
The Royal Bank of Scotland**

UBS Investment Bank

The date of this Registration Document is 5th September, 2012

Each Issuer and the Guarantor accepts responsibility for the information contained in this Registration Document. To the best of the knowledge of the Issuers and the Guarantor (each having taken all reasonable care to ensure such is the case) the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

PricewaterhouseCoopers LLP's responsibility for its report in relation to the special purpose financial information of GSK Capital plc for the financial years ended 31st December, 2011 and 31st December, 2010 is set out on page A-5 of Annex 1 to the Prospectus (incorporated by reference herein). PricewaterhouseCoopers LLP has given and not withdrawn its consent to the inclusion in the Prospectus of its report on the special purpose financial information of GSK Capital plc for the financial years ended 31st December, 2011 and 31st December, 2010 set out on pages A-3 to A-5 of Annex 1 to the Prospectus (incorporated by reference herein) in the form and context in which it appears.

This Registration Document should be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "*Incorporation by Reference*" below) and for a particular issue of or Tranche of Notes, in conjunction with any applicable Securities Note and summary document (as the case may be), which together, constitute a Prospectus for the purposes of the Prospectus Directive.

As used herein, "**Tranche**" means Notes which are identical in all respects (including as to listing and admission to trading) and "**Series**" means a Tranche of Notes together with any further Tranche or Tranches of Notes which are (i) expressed to be consolidated and form a single series and (ii) identical in all respects (including as to listing and admission to trading) except for their respective Issue Dates, Interest Commencement Dates and/or Issue Prices.

INCORPORATION BY REFERENCE

The following sections of the Prospectus, which document has been approved by the Financial Services Authority, shall be deemed to be incorporated in, and to form part of this Registration Document: (i) "*Risk Factors – Factors that may affect each Issuer's ability to fulfil its obligations under Notes issued under the Programme*" on pages 20 to 28; (ii) "*GlaxoSmithKline plc*" on page 85; (iii) "*Board of Directors of GlaxoSmithKline plc*" on page 86; (iv) "*GlaxoSmithKline Capital Inc.*" on page 81; (v) "*GlaxoSmithKline Capital plc*" on pages 82 to 84; (vi) "*Summary Financial Information of the Group*" on pages 87 to 88; and (vii) "*General Information*" on pages 97 to 100; and (viii) "*Annex 1 – Special Purpose Financial Information of GlaxoSmithKline Capital plc.*"

The following documents, which have been previously published, or published simultaneously with the Registration Document and which, in each case, have been approved by the Financial Services Authority (the "FSA"), or filed with it, shall be deemed to be incorporated in, and to form part of, this Registration Document:

- (a) the audited consolidated annual financial statements for the financial year ended 31st December, 2011 of the Guarantor and its subsidiaries and associated undertakings (the "**Group**"), the notes thereto and the audit report prepared in connection therewith (the "**Group's Annual Report 2011**") found on pages 134 to 221 of the Group's Annual Report 2011, and the audited consolidated annual financial statements for the financial year ended 31st December, 2010 of the Group, the notes thereto and the audit report prepared in connection therewith (the "**Group's Annual Report 2010**") found on pages 102 to 191 of the Group's Annual Report 2010;
- (b) the section entitled "*Our marketplace – General overview*" on page 13 of the Group's Annual Report 2011;
- (c) the section entitled "*Pharmaceutical market*" on page 13 of the Group's Annual Report 2011;
- (d) the section entitled "*Regulatory pressures*" on pages 14 to 15 of the Group's Annual Report 2011;

- (e) the section entitled “*Financial review*” on pages 51 to 66 of the Group’s Annual Report 2011;
- (f) the section entitled “*Corporate Governance – Governance and policy*” on page 84, the section entitled “*Corporate governance – AGM*” on pages 94 to 95, the section entitled “*Corporate governance – Committee Reports – Audit & Risk Committee report*” on pages 97 to 101, and the section entitled “*Remuneration Report*” on pages 106 to 133 of the Group’s Annual Report 2011;
- (g) the section entitled “*Legal proceedings*” on pages 208 to 215 of the Group’s Annual Report 2011;
- (h) the section entitled “*Shareholder information*” on pages 222 to 233 of the Group’s Annual Report 2011;
- (i) the section entitled “*Pharmaceutical products, competition and intellectual property*” on pages 239 to 240 of the Group’s Annual Report 2011;
- (j) the section entitled “*Consumer Healthcare products, competition and intellectual property*” on page 241 of the Group’s Annual Report 2011;
- (k) the section entitled “*About GSK*” on the inside back cover of the Group’s Annual Report 2011;
- (l) the press release dated 25th July, 2012 containing the unaudited interim condensed financial information of the Group for the quarter and half year period ended 30th June, 2012 (the “**June Interim 2012 Financial Information**”); and
- (m) the press release dated 1st August, 2012 containing the unaudited financial statements for the six months ended 30th June, 2012 of GSK Capital plc,

save that any statement contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Document to the extent that a statement contained herein, or section incorporated by reference in the Prospectus modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Document. Certain information contained in the documents listed above has not been incorporated by reference into this Registration Document. Such information is not relevant for prospective investors or is covered elsewhere in this Registration Document.

Any documents themselves incorporated by reference in the documents listed at (a) to (m) above shall not form a part of this Registration Document.

Copies of documents incorporated by reference in this Registration Document can be obtained from the Company Secretary, 980 Great West Road, Brentford, Middlesex, TW8 9GS United Kingdom or from the Issuers at their respective offices set out at the end of this Registration Document. In addition, such documents will be available from the principal office in England of Citibank N.A., London Branch for Notes admitted to the Official List and admitted to trading on the London Stock Exchange’s Regulated Market.

RISK FACTORS

See “*Risk Factors – Factors that may affect each Issuer’s ability to fulfil its obligations under Notes issued under the Programme*” on pages 20 to 28 of the Prospectus, which are incorporated by reference into this Registration Document, for a discussion of certain factors that may affect the ability of the Issuers and the Guarantor to fulfil their obligations under Notes issued under the Programme and factors that may be material for the purpose of assessing the market risks associated with Notes issued under the Programme.

DOCUMENTS AVAILABLE FOR INSPECTION

So long as Notes are capable of being issued under the Programme, copies of the following documents will, when published, be available for inspection from the registered offices of the Issuers and from the specified office of the Paying Agent for the time being in London:

- (a) the constitutional documents of the Issuers;
- (b) the audited consolidated annual financial statements of the Group in respect of the financial years ended 31st December, 2011 and 31st December, 2010, in each case together with the audit reports prepared in connection therewith;
- (c) a copy of the documents listed at (b) to (m) on pages 2 and 3 of this Registration Document;
- (d) the most recently available audited consolidated annual financial statements of the Group, in each case together with the audit reports prepared in connection therewith and the most recently available unaudited interim condensed financial information (if any) of the Group;
- (e) the Trust Deed, the Agency Agreement and the forms of the Global Notes, the Notes in definitive form, the Coupons and the Talons;
- (f) a copy of the Prospectus and this Registration Document;
- (g) any future offering circulars, prospectuses, information memoranda, registration documents and supplements including securities notes (save that securities note relating to unlisted Notes, which are neither listed nor admitted to trading on a market, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Paying Agent (as listed on the back cover of this Registration Document) as to its holding of such Notes and identity) to this Registration Document and any other documents incorporated herein by reference; and
- (h) in the case of each issue of listed Notes subscribed pursuant to a subscription agreement, the subscription agreement (or equivalent document).

GLAXOSMITHKLINE CAPITAL INC.

In addition to any other restrictions as to maturity and/or minimum denominations as may be set out in any applicable Securities Note relating to Notes to be issued by it, Notes issued by GSK Capital Inc. under the Programme and which are to be offered to the public (as such term is defined in the Prospectus Directive) in any member state of the European Economic Area or listed may not be issued with denominations of less than €100,000 (or the equivalent amount in any other currency).

THE ISSUERS

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GlaxoSmithKline Capital plc as to English law*

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To the Dealers and the Trustee as to English law

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AUDITORS AND REPORTING ACCOUNTANT

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