AMPCO PITTSBURGH CORP
Form 8-K
May 03, 2010

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) May 3, 2010

AMPCO-PITTSBURGH CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania	1-898	25-1117717
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. Employer Identification Number)

600 Grant Street, Pittsburgh, PA 15219

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (412) 456-4400

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 – Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On April 29, 2010, Ampco-Pittsburgh Corporation (the "Corporation") held its annual meeting of stockholders.

(b) The following items of business were voted upon by stockholders at the annual meeting:

1. Directors were elected to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified. The voting results were as follows:

Name	For	Against	Withheld	Broker Non-votes
Leonard M. Carroll	9,045,410	0	254,276	422,840
Lawrence E. Paul	8,565,415	0	734,271	422,840
Ernest G. Siddons	8,932,955	0	366,731	422,840

2. Ratification of the selection of Deloitte & Touche, LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2010.

For	Against	Abstain
9,683,737	29,227	9,562

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 hereunto duly authorized.

AMPCO-PITTSBURGH CORPORATION

Date: May 3, 2010

By: s/Rose Hoover
Rose Hoover
Senior Vice President and
Corporate Secretary

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6,994

Notes to the Preliminary Announcement

1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The preliminary announcement for the full year ended 31 December 2007 has been prepared in accordance with International Accounting Standards and International Financial Reporting Standards (collectively "IFRS") as adopted by the European Union (EU) and as issued by the International Accounting Standards Board. Details of the accounting policies applied are those set out in AstraZeneca PLC's Annual Report and Form 20-F Information 2006. The annual financial information presented in this preliminary announcement for the year ended 31 December 2007 is based on, and is consistent with, that in the Group's audited financial statements for the year ended 31 December 2007, and those financial statements will be delivered to the Registrar of Companies following the Company's Annual General Meeting. The auditor's report on those financial statements is unqualified and does not contain any statement under Section 237 of the Companies Act 1985.

The information contained in Note 5 updates the disclosures concerning legal proceedings and contingent liabilities in the Company's Annual Report and Form 20-F Information 2006 and the Third Quarter and Nine Months Results 2007.

Information in this preliminary announcement does not constitute statutory accounts of the Group within the meaning of Section 240 of the Companies Act 1985. Statutory accounts for the year ended 31 December 2006 have been filed with the Registrar of Companies. The auditors' report on those accounts was unqualified and did not contain any statement under Section 237 of the Companies Act 1985.

2 NET DEBT

The table below provides an analysis of net debt and a reconciliation of net cash flow to the movement in net debt.

	At 1 Jan 2007 $m	Cash flow $m	Acquisitions $m	Non-cash movements $m	Exchange movements $m	At 31 December 2007 $m
Loans due after 1 year	(1,087)	(9,692)	-	(57)	(40)	(10,876)
Current instalments of loans	-	1,165	(1,165)	-	-	-
Total loans	(1,087)	(8,527)	(1,165)	(57)	(40)	(10,876)
Other investments - current	657	(894)	279	132	3	177
Cash and cash equivalents	7,103	(1,301)	-	-	65	5,867
Overdrafts	(114)	(25)	-	-	(1)	(140)
Short term borrowings	(22)	(4,117)	-	-	(1)	(4,140)
	7,624	(6,337)	279	132	66	1,764
Net funds/(debt)	6,537	(14,864)	(886)	75	26	(9,112)

Non-cash movements in the period include fair value adjustments under IAS 39.

3 MEDIMMUNE, INC. ACQUISITION

On 1 June 2007, AstraZeneca announced the successful tender offer for all the outstanding shares of common stock of MedImmune, Inc., a world-leading biotechnology company with proven biologics discovery and development strength, pipeline and leading biomanufacturing. At that date, approximately 96.0% of the outstanding shares were successfully tendered; the remaining shares were acquired by 18 June 2007. The financial results of MedImmune, Inc. have been consolidated into the Company's results from 1 June 2007.

Cash consideration of $13.9 billion was paid for the outstanding shares. After taking account of the cash and investments acquired, together with the settlement of MedImmune's convertible debt and outstanding share options, the total cash paid to acquire MedImmune is $15.6 billion.

In most business acquisitions, there is a part of the cost that is not capable of being attributed in accounting terms to identifiable assets and liabilities acquired and is therefore recognised as goodwill. In the case of the acquisition of MedImmune, this goodwill is underpinned by a number of elements, which individually cannot be quantified. Most significant amongst these is the premium attributable to a pre-existing, well positioned business in the innovation intensive, high growth biologics market with a highly skilled workforce and established reputation. Other important elements include buyer specific synergies, potential additional indications for identified products and the core technological capabilities and knowledge base of the company.

MedImmune, Inc. contributed $714 million (Q4: $549 million) of turnover in the period since acquisition. After amortisation, net investments/interest costs (including interest costs of external financing of $446 million (Q4: $203 million) and tax), the loss attributable to MedImmune since acquisition is $410 million (Q4: $55 million). If the acquisition had taken effect at the beginning of the reporting period (1 January 2007), on a proforma basis the revenue, profit before tax and profit after tax of the combined Group for the full year would have been $30,127 million, $7,576 million and $5,351 million, respectively. Basic and diluted Earnings per Share for the combined Group would have been $3.56 and $3.55, respectively. This proforma information has been prepared taking into account amortisation, interest costs and related tax effects but does not purport to represent the results of the combined Group that actually would have occurred had the acquisition taken place on 1 January 2007 and should not be taken to be representative of future results.

	Book value $m	Fair value adjustment $m	Fair value $m
Non-current assets			
Intangible assets	193	7,882	8,075
Property, plant and equipment	523	70	593
Other	550	(17)	533
	1,266	7,935	9,201
Current assets	1,439	115	1,554
Current liabilities	(326)	39	(287)
Additional obligations related to convertible debt and share options	-	(1,724)	(1,724)
Non-current liabilities			
Interest bearing loans and borrowings	(1,165)	-	(1,165)
Other payables	(73)	-	(73)
Deferred tax assets/(liabilities)	314	(2,694)	(2,380)
	(924)	(2,694)	(3,618)
Total assets acquired	1,455	3,671	5,126

Goodwill	8,757
Total consideration for outstanding shares*	13,883
Additional payments related to convertible debt, share options and other acquisition obligations	1,770
Less: cash acquired	(979)
Net cash outflow	**14,674**

* The total consideration for outstanding shares includes $29m of directly attributable costs.

4 RESTRUCTURING AND SYNERGY COSTS

Profit before tax for the full year ended 31 December 2007 is stated after charging restructuring and synergy costs of $966 million ($362 million in the fourth quarter). These have been charged to the income statement as follows:

	4th Quarter $m	Full year $m
Cost of Sales	95	415
R&D	36	73
SG&A	231	478
Total	362	966

5 LEGAL PROCEEDINGS AND CONTINGENT LIABILITIES

AstraZeneca is involved in various legal proceedings considered typical to its business, including litigation relating to employment matters, product liability, commercial disputes, infringement of intellectual property rights, the validity of certain patents, anti-trust, securities law and governmental investigations. The matters discussed below constitute the more significant developments since publication of the disclosures concerning legal proceedings in the Company's Annual Report and Form 20-F Information 2006 and Third Quarter and Nine Months Results 2007.

Matters disclosed in respect of the Fourth Quarter of 2007 and January 2008

Crestor™ (rosuvastatin)
AstraZeneca lists three patents in the FDA Orange Book: No. RE37,314 covering the active ingredient (the '314 patent); No. 6,316,460 covering formulations (the '460 patent); and No. 6,858,618 covering medical use (the '618 patent). The '314 patent expires in January 2016, the '460 patent expires in August 2020, and the '618 patent expires in December 2021. Between 30 October 2007 and 6 December 2007, AstraZeneca received Paragraph IV certification notice-letters from Apotex, Inc. ("Apotex"); Aurobindo Pharma Limited ("Aurobindo"); Cobalt Pharmaceuticals Inc and Cobalt Laboratories Inc ("Cobalt"); Glenmark Pharmaceuticals Inc. USA ("Glenmark"); Mylan Pharmaceuticals, Inc. ("Mylan"); Par Pharmaceutical, Inc. ("Par"); Sandoz, Inc ("Sandoz"); Sun Pharmaceuticals Industries Limited ("Sun"); and Teva Pharmaceuticals USA, Inc. ("Teva"). Each entity notified AstraZeneca that it had submitted an Abbreviated New Drug Application (ANDA) to the US FDA for approval to market Crestor™ 5, 10, 20, and 40mg rosuvastatin calcium tablets prior to the expiration of one or more of AstraZeneca's three FDA Orange Book-listed patents. The notice-letters notified AstraZeneca that each respective ANDA contained a Paragraph IV certification alleging non-infringement, invalidity, or unenforceability of one or more of AstraZeneca's three patents. In December 2007, in response to notice-letters from seven of the nine manufacturers, AstraZeneca Pharmaceuticals LP, AstraZeneca UK Limited, IPR Pharmaceuticals, Inc., and AstraZeneca's licensor, Shionogi Seiyaku Kabushiki Kaisha ("Shionogi"), filed separate lawsuits in the United States District Court for the District of Delaware, against Apotex, Aurobindo, Cobalt, Mylan, Par, Sandoz and Sun for infringement of the patent covering rosuvastatin calcium, the active ingredient in Crestor™ tablets. AstraZeneca did not file patent infringement actions against Teva and Glenmark, because they did not seek approval to market products before the 2016 expiration date of the patent covering the active ingredient. In addition to filing actions in the United States District Court for the District of Delaware, for procedural reasons, AstraZeneca Pharmaceuticals LP, AstraZeneca UK Limited, IPR Pharmaceuticals, Inc. and Shionogi filed three duplicate patent infringement actions against Mylan, Aurobindo and Cobalt respectively in United States District Courts in West Virginia, New Jersey and Florida. These cases proceed.

AstraZeneca continues to have full confidence in and will vigorously defend and enforce its intellectual property protecting Crestor™.

Losec™/Prilosec™ (omeprazole)
As previously disclosed, in 2001, AstraZeneca filed a suit in the US against Andrx Pharmaceuticals, Inc. ("Andrx") for infringement of a patent number 6,013,281 directed to a process for making an omeprazole formulation (the '281 patent). Andrx filed counterclaims of non-infringement, invalidity and unenforceability for inequitable conduct during prosecution of the '281 patent. Andrx also asserted that in addition to the '281 patent, two other formulation patents, numbered 4,786,505 and 4,853,230 (the '505 and '230 patents), were unenforceable for alleged litigation misconduct by AstraZeneca. Both parties sought attorneys' fees. In May 2004, the US District Court for the Southern District of New York ruled that the '281 patent was infringed, but also ruled that the '281 patent was invalid.

The Federal Circuit has concluded that AstraZeneca's '505 and '230 formulation patents remained enforceable. As a result of Andrx's infringement of '505 and '230 patents, AstraZeneca was the prevailing party against Andrx in the lower court. AstraZeneca is pursuing appropriate relief, including damages.

Nexium™ (esomeprazole)

Sales and marketing practices

AstraZeneca entities have been sued in various state and federal courts in the US in purported representative class actions involving the marketing of Nexium™ (esomeprazole magnesium). These actions generally allege that AstraZeneca's promotion and advertising of Nexium™ to physicians and consumers is unfair, unlawful and deceptive conduct, particularly as the promotion relates to comparisons of Nexium™ with Prilosec™. They also allege that AstraZeneca's conduct relating to the pricing of Nexium™ was unfair, unlawful and deceptive. The plaintiffs allege claims under various state consumer protection, unfair practices and false advertising laws. The plaintiffs in these cases seek remedies that include restitution, disgorgement of profits, damages, punitive damages, injunctive relief, attorneys' fees and costs of suit.

In November 2005, the US District Court for the District of Delaware granted AstraZeneca's motion to dismiss the consolidated class action complaint. In September 2007, the US Court of Appeals for the Third Circuit affirmed the dismissal and denied plaintiffs' petition for Rehearing *En Banc*. On 18 December 2007, plaintiffs filed a petition for writ of *certiorari* with the United States Supreme Court. AstraZeneca's response to the petition is due in February 2008. The Delaware state case has been stayed pending the outcome of the Delaware federal cases.

Patent Litigation

In December 2007, AstraZeneca received another notice from Dr. Reddy's Laboratories Inc. and Dr Reddy's Laboratories Limited ("Dr Reddy's") that Dr. Reddy's had submitted an ANDA to the FDA for esomeprazole magnesium delayed-release capsules, 20mg and 40mg. This notice challenges three Orange Book-listed patents claiming esomeprazole magnesium (US Patent Nos. 5,714,504, 5,877,192 and 6,875,872). AstraZeneca's exclusivity relating to these three patents expires on 3 August 2015, 27 November 2014 and 27 November 2014, respectively. In January 2008, AstraZeneca commenced patent infringement litigation in the US District Court for the District of New Jersey against Dr. Reddy's in response to Dr. Reddy's paragraph IV certifications regarding Nexium™. No trial date has been set.

A 30-month stay will not prevent the FDA from approving an ANDA, and an at-risk launch by a generic drug manufacturer may occur, of delayed-release esomeprazole magnesium capsules in the year ending 31 December 2008.

In Canada, AstraZeneca Canada, Inc. received several notices of allegation from Apotex, Inc ("Apotex") in late 2007 in respect of patents listed on the Patent Register in Canada for Nexium™. Apotex has asserted in its notices that it has filed an abbreviated new drug submission ("ANDS") in March 2007, for 20 and 40mg esomeprazole magnesium trihydrate tablets and alleges non-infringement and/or invalidity of numerous patents. AstraZeneca has responded by commencing seven court applications in January 2008 under the Patented Medicines (Notice of Compliance) Regulations. On 17 January 2008, Apotex advised that its product was erroneously described as being a trihydrate in its recent allegations, which allegations Apotex asserted it was withdrawing. Apotex mailed replacement allegations on 17 January 2008, which AstraZeneca is entitled to challenge. Apotex cannot obtain a notice of compliance (marketing approval) for its esomeprazole tablets until the earlier of the disposition of all of the court applications in Apotex's favour or 24 months from the date on which the latest court application has been commenced.

AstraZeneca has full confidence in and will vigorously defend and enforce its intellectual property protecting Nexium™.

Seroquel™ (quetiapine fumarate)

Product liability

As previously disclosed, AstraZeneca Pharmaceuticals LP, either alone or in conjunction with one or more affiliates, has been sued in numerous individual personal injury actions involving Seroquel™. In most of these cases, the nature of the plaintiffs' alleged injuries is not clear from the complaint and in most cases, little or no factual information regarding the alleged injury has been provided in the complaint. However, the plaintiffs generally contend that they developed diabetes and/or other related injuries as a result of taking Seroquel™ and/or other atypical anti-psychotic

medications. As of 16 January 2008, AstraZeneca was defending 8,121 served or answered lawsuits involving approximately 12,347 plaintiff groups (24 January 2007: 604 served or answered lawsuits involving approximately 7,450 plaintiff groups). To date, approximately 1,900 additional cases have been dismissed by order or agreement and approximately 1,400 of those cases have been dismissed with prejudice. Discovery directed to all parties is ongoing in most jurisdictions in these Seroquel™ cases.

Patent Litigation
As previously disclosed, AstraZeneca has four pending patent infringement cases against Teva Pharmaceuticals USA, Inc. and Sandoz, Inc, which have been consolidated for the purpose of the proceeding discovery. A 30-month stay will not prevent the FDA from approving an ANDA, and an at-risk launch by a generic drug manufacturer may occur, of quetiapine fumarate tablets in the year ending 31 December 2008.

In October 2007, the Court granted AstraZeneca's partial summary judgement motion based on collateral estoppel, which precludes Teva from relitigating issues previously resolved against it in another previous patent litigation involving Eli Lilly's anti-psychotic drug, Zyprexa.

AstraZeneca continues to have full confidence in its intellectual property protecting Seroquel™ and will vigorously defend and enforce it.

Sales and Marketing Practices
In February 2007, the Commonwealth of Pennsylvania filed suit against AstraZeneca, Eli Lilly & Co., and Janssen Pharmaceutica Inc. claiming damages incurred by the Commonwealth as a result of alleged off-label promotion of atypical anti-psychotics by the three manufacturers. The lawsuit is filed in state court in Philadelphia and seeks to recover the cost to the Pennsylvania Medicaid program and other state-funded health insurance programs for prescriptions written as a result of the alleged off-label promotion. In December 2007, the Court granted defendants' motion to sever the claims against AstraZeneca and Janssen from those against Eli Lilly and directed the Commonwealth to file separate complaints against the two severed defendants, which the Commonwealth did in January 2008. Although no similar lawsuits have been brought by states other than Pennsylvania, AstraZeneca has been informed that the Attorney General's Offices of multiple other states have investigations into similar Seroquel™ off-label issues. AstraZeneca has signed agreements with 20 states tolling the statutes of limitations on potential claims, and has been approached by additional states for similar tolling agreements. AstraZeneca believes these claims to be without merit and intends to vigorously defend the Pennsylvania lawsuit.

Average wholesale price class action litigation
As previously disclosed, the District Court in Boston who is managing the multi-district average wholesale price litigation, certified three classes of plaintiffs against the "Track 1" manufacturer defendants, AstraZeneca, GlaxoSmithKline, Bristol-Myers Squibb, Schering-Plough and Johnson & Johnson. The three certified classes are: (Class 1) nationwide class of consumers who made co-payments for certain physician-administered drugs reimbursed under the Medicare Part B programme (Part B drugs); (Class 2) a Massachusetts-only class of third-party payers, including insurance companies, union health and welfare benefit plans, and self-insured employers, who covered consumer co-payments for Part B drugs; and (Class 3) a Massachusetts-only class of third-party payers and consumers who paid for Part B drugs outside of the Medicare programme. For all classes, the only AstraZeneca drug at issue is Zoladex™ (goserelin acetate implant).

A bench trial against four of the Track 1 defendants, including AstraZeneca, by Classes 2 and 3 began in November 2006 and concluded in January 2007. A separate jury trial against AstraZeneca only, involving the Class 1 claims, was scheduled to begin in June 2007. However, in May 2007, the parties reached a proposed settlement agreement resolving the Class 1 claims. The settlement, if ultimately approved by the Court, will involve payments of up to $24 million, not including attorneys' fees, to reimburse individual class members submitting claims. AstraZeneca has agreed that $10 million of any unclaimed amounts will be donated to charitable organisations funding cancer patient care and research. Notice of proposed settlement was mailed to potential class members in December 2007, and the Court has scheduled a hearing for final approval of the settlement in May 2008. A provision of $27 million was established in 2007.

In June 2007 and November 2007, the Court issued its decision on Classes 2 and 3. The Court found AstraZeneca liable under the Massachusetts consumer protection statute for engaging in unfair and deceptive conduct in connection with the pricing of Zoladex™ during the period 1998 to 2003. The Court awarded double damages (with prejudgment interest) of $5.5 million for Class 2 and single damages (with prejudgment interest) of $7.4 million for Class 3. AstraZeneca believes the decision to be in error and has filed an appeal in which it is confident it will prevail and so no provision has been made for these awards.

The decision on Classes 2 and 3 and the settlement of Class 1 relate to Zoladex™ only. The multiple Attorney General lawsuits pending against AstraZeneca and other manufacturers nationwide, which involve numerous drugs in addition to Zoladex™, remain pending against the Company. The first of these cases scheduled for trial is the case filed by the Alabama Attorney General in state court in Montgomery, Alabama. That case is scheduled for a jury trial against AstraZeneca beginning February 2008.

Government investigations into drug marketing practices

There are a number of active investigations led by state Attorneys General. These include multiple investigations relating to Seroquel™ off-label issues, along with an investigation by the Delaware Attorney General's Office into marketing and sale activities within the State of Delaware.

Serious Fraud Office Inquiry
In December 2007, AstraZeneca received from the UK's Serious Fraud Office (SFO) a request for documentation about its involvement in the United Nations Oil for Food programme. AstraZeneca denies any allegation of illegal or unethical behaviour in our trading relationships with Iraq. We will comply with the SFO's request for documentation.

Anti-Trust
AstraZeneca is part of a sectoral Inquiry by the European Commission into the pharmaceutical industry and was the subject of an unannounced inspection in January 2008. The Inquiry relates to the introduction of innovative and generic medicines and it will cover commercial practices, including the use of patents and generics. We understand that several companies have been similarly approached.

The Commission has stated that this Inquiry is not aimed at investigating practices where there have been any indications of wrong-doing although it could address any competition law breaches found by means of separate proceedings. The Commission has also stated that it plans to issue an interim report in Autumn 2008 and envisages that the final results of its Inquiry will be available in Spring 2009.

AstraZeneca is co-operating fully with the Commission in relation to its Inquiry.

Taxation
Where tax exposures can be quantified, an accrual is made based on best estimates and management's judgement. Details of the movements in relation to material tax exposures are discussed below.

AstraZeneca faces a number of transfer pricing audits in jurisdictions around the world and, in some cases, is in dispute with the tax authorities. The issues under discussion are often complex and can require many years to resolve. Accruals for tax contingencies require management to make estimates and judgements with respect to the ultimate outcome of a tax audit, and actual results could vary from these estimates. The international tax environment presents increasingly challenging dynamics for the resolution of transfer pricing disputes. These disputes usually result in taxable profits being increased in one territory and correspondingly decreased in another. Our balance sheet positions for these matters reflect appropriate corresponding relief in the territories affected. Management considers that at present such corresponding relief will be available but given the challenges in the international tax environment will keep this aspect under careful review. The total net accrual included in the financial statements to cover the worldwide exposure to transfer pricing audits is $1,322 million, an increase of $327 million due to a number of new audits, revisions of estimates relating to existing audits, offset by a number of negotiated settlements. For transfer pricing audits where AstraZeneca and the tax authorities are in dispute, AstraZeneca estimates the potential for reasonably possible additional losses above and beyond the amount provided to be up to $400 million; however, management believes that it is unlikely that these additional losses will arise. Of the remaining tax exposures, the Company does not expect material additional losses. It is not possible to estimate the timing of tax cash flows in relation to each outcome, however, it is anticipated that a number of significant disputes may be resolved over the next 1-2 years. Included in the provision is an amount of interest of $234 million. Interest is accrued as a tax expense.

6 **FULL YEAR TERRITORIAL SALES ANALYSIS**

	Full Year 2007 $m	Full Year 2006 $m	% Growth Actual	% Growth Constant Currency
US	13,366	12,449	7	7
Canada	1,145	1,031	11	5
North America	14,511	13,480	8	7
Western Europe**	9,115	8,073	13	3
Japan	1,661	1,503	11	11
Other Established ROW	715	555	29	15
Established ROW*	11,491	10,131	13	5
Emerging Europe	1,028	831	24	12
China	437	328	33	28
Emerging Asia Pacific	749	646	16	10
Other Emerging ROW	1,343	1,059	27	21
Emerging ROW	3,557	2,864	24	17
Total Sales	29,559	26,475	12	7

** Established ROW comprises Western Europe (including France, UK, Germany, Italy, Sweden and others), Japan, Australia and New Zealand.*
*** For the full year, Western Europe sales growth excluding Synagis™ would be 11 percent on an actual basis and 1 percent on a constant currency basis.*

7 **FOURTH QUARTER TERRITORIAL SALES ANALYSIS**

	4th Quarter 2007 $m	4th Quarter 2006 $m	% Growth Actual	% Growth Constant Currency
US	3,665	3,390	8	8
Canada	331	263	26	10
North America	3,996	3,653	9	8
Western Europe***	2,453	2,143	14	3
Japan	532	442	20	15
Other Established ROW	209	160	31	14
Established ROW*	3,194	2,745	16	5
Emerging Europe	293	216	36	17
China	124	87	43	36
Emerging Asia Pacific	204	180	13	6
Other Emerging ROW	359	273	32	22
Emerging ROW	980	756	30	18
Total Sales	8,170	7,154	14	8

** Established ROW comprises Western Europe (including France, UK, Germany, Italy, Sweden and others), Japan, Australia and New Zealand.*

*** *For the fourth quarter, Western Europe sales growth excluding Synagis™ would be 10 percent on an actual basis and -2 percent on a constant currency basis.*

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8 FULL YEARPRODUCT SALES ANALYSIS

	World				US	
	Full Year 2007 $m	Full Year 2006 $m	Actual Growth %	Constant Currency Growth $m	Full Year 2007 $m	Actual Growth $m
Gastrointestinal:						
Nexium	5,216	5,182	1	(2)	3,383	(4)
Losec/Prilosec	1,143	1,371	(17)	(20)	226	(3)
Others	84	78	8	3	30	25
Total Gastrointestinal	6,443	6,631	(3)	(6)	3,639	(4)
Cardiovascular:						
Crestor	2,796	2,028	38	33	1,424	24
Seloken/Toprol-XL	1,438	1,795	(20)	(22)	969	(30)
Atacand	1,287	1,110	16	9	259	-
Tenormin	308	320	(4)	(8)	19	(21)
Zestril	295	307	(4)	(10)	18	(36)
Plendil	271	275	(1)	(7)	35	46
Others	291	283	2	(5)	2	(33)
Total Cardiovascular	6,686	6,118	9	5	2,726	(5)
Respiratory:						
Symbicort	1,575	1,184	33	22	50	n/m
Pulmicort	1,454	1,292	13	10	964	15
Rhinocort	354	360	(2)	(4)	229	(9)
Oxis	86	88	(2)	(10)	-	-
Accolate	76	81	(6)	(7)	55	(7)
Others	166	146	14	5	-	-
Total Respiratory	3,711	3,151	18	12	1,298	13
Oncology:						
Arimidex	1,730	1,508	15	10	694	13
Casodex	1,335	1,206	11	6	298	1
Zoladex	1,104	1,008	10	4	92	(14)
Iressa	238	237	-	-	9	(44)
Ethyol	43	-	n/m	n/m	43	n/m
Others	369	303	22	18	166	37
Total Oncology	4,819	4,262	13	8	1,302	13
Neuroscience:						
Seroquel	4,027	3,416	18	15	2,863	15
Local anaesthetics	557	529	5	(1)	45	(41)
Zomig	434	398	9	5	177	5
Diprivan	263	304	(13)	(17)	40	(53)
Others	59	57	4	(2)	15	-
Total Neuroscience	5,340	4,704	14	10	3,140	11
Infection and Other:						
Synagis	618	-	n/m	n/m	449	n/m
Merrem	773	604	28	20	149	32
FluMist	53	-	n/m	n/m	53	n/m
Other Products	270	271	-	(4)	148	6
Total Infection and Other	1,714	875	96	89	799	217

Aptium Oncology	402	374	7	7	402	7
Astra Tech	444	360	23	14	60	46
Total	29,559	26,475	12	7	13,366	7

9 **FOURTH QUARTER PRODUCT SALES ANALYSIS**

	World				US	
	4th Quarter 2007 $m	4th Quarter 2006 $m	Actual Growth %	Constant Currency Growth $m	4th Quarter 2007 $m	Actual Growth $m
Gastrointestinal:						
Nexium	1,303	1,430	(9)	(12)	815	(18)
Losec/Prilosec	298	347	(14)	(20)	58	(25)
Others	24	24	-	(4)	9	(10)
Total Gastrointestinal	1,625	1,801	(10)	(14)	882	(18)
Cardiovascular:						
Crestor	799	625	28	21	386	8
Seloken/Toprol-XL	209	387	(46)	(50)	86	(69)
Atacand	353	301	17	7	66	(3)
Tenormin	84	82	2	(5)	5	-
Zestril	67	78	(14)	(22)	2	(71)
Plendil	66	65	2	(6)	7	75
Others	78	71	10	-	-	(100)
Total Cardiovascular	1,656	1,609	3	(4)	552	(23)
Respiratory:						
Symbicort	436	323	35	21	16	n/m
Pulmicort	447	400	12	8	307	13
Rhinocort	87	90	(3)	(7)	55	(13)
Oxis	22	23	(4)	(13)	-	-
Accolate	19	22	(14)	(18)	14	(18)
Others	45	41	10	-	-	-
Total Respiratory	1,056	899	17	10	392	12
Oncology:						
Arimidex	474	412	15	8	187	7
Casodex	370	327	13	6	78	(5)
Zoladex	307	272	13	4	24	(11)
Iressa	70	63	11	6	2	(50)
Ethyol	16	-	n/m	n/m	16	n/m
Others	102	83	23	17	44	22
Total Oncology	1,339	1,157	16	8	351	9
Neuroscience:						
Seroquel	1,086	912	19	15	770	16
Local anaesthetics	159	133	20	9	13	18
Zomig	114	103	11	4	44	7
Diprivan	74	79	(6)	(13)	11	(50)
Others	16	13	23	15	4	100
Total Neuroscience	1,449	1,240	17	12	842	14
Infection and Other:						
Synagis	480	-	n/m	n/m	391	n/m
Merrem	215	167	29	18	42	45
FluMist	53	-	n/m	n/m	53	n/m
Other Products	68	81	(16)	(22)	39	(7)
Total Infection and Other	816	248	229	220	525	639

Aptium Oncology	102	98	4	4	102	4
Astra Tech	127	102	25	14	19	73
Total	8,170	7,154	14	8	3,665	8

Convenience Translation of Key Financial Information

For the **quarter ended** 31 December	**2007 $m**	**2006 $m**	**2007 £m**	**2006 £m**	**2007 SEKm**	**2006 SEKm**
Total Sales	8,170	7,154	4,099	3,589	52,330	45,822
Operating profit	1,929	2,003	968	1,005	12,355	12,829
Profit before tax	1,837	2,103	922	1,055	11,766	13,470
Net profit for the period	1,275	1,445	640	725	8,167	9,255
Earnings per Ordinary Share	$0.86	$0.93	£0.43	£0.47	SEK5.51	SEK5.96

For the **year ended** 31 December	**2007 $m**	**2006 $m**	**2007 £m**	**2006 £m**	**2007 SEKm**	**2006 SEKm**
Total Sales	29,559	26,475	14,830	13,283	189,328	169,575
Operating profit	8,094	8,216	4,061	4,122	51,843	52,624
Profit before tax	7,983	8,543	4,005	4,286	51,132	54,719
Net profit for the year	5,627	6,063	2,823	3,042	36,041	38,834
Earnings per Ordinary Share	$3.74	$3.86	£1.88	£1.94	SEK23.96	SEK24.72
Dividend per Ordinary Share	$1.87	$1.72	£0.93	£0.90	SEK12.10	SEK12.20
Net cash inflow from operating activities	7,510	7,693	3,768	3,860	48,102	49,274
(Decrease)/increase in cash & cash equivalents	(1,326)	2,055	(665)	1,031	(8,493)	13,162
Capital and Reserves Attributable to Equity Holders	14,778	15,304	7,414	7,678	94,655	98,024

All Sterling (£) and Swedish krona (SEK) equivalents are shown for convenience and have been calculated using the current period end rates of $1= £0.501718 and $1= SEK6.405100 respectively. Dividend per Ordinary Share is shown as the actual amount payable using the rates at the date of declaration of the dividend.

Shareholder Information

ANNOUNCEMENTS AND MEETINGS

Announcement of first quarter 2008 results	24 April 2008
Annual General Meeting	24 April 2008
Announcement of second quarter and half year 2008 results	31 July 2008
Announcement of third quarter and nine months 2008 results	30 October 2008

DIVIDENDS

The record date for the first interim dividend payable on 17 September 2007 (in the UK, Sweden and the US) was 10 August 2007. Ordinary shares were traded ex-dividend on the London and Stockholm Stock Exchanges from 8 August 2007. ADRs traded ex-dividend on the New York Stock Exchange from the same date.

The record date for the second interim dividend for 2007 payable on 17 March 2008 (in the UK, Sweden and the US) will be 8 February 2008. Ordinary shares will trade ex-dividend on the London and Stockholm Stock Exchanges from 6 February 2008. ADRs will trade ex-dividend on the New York Stock Exchange from the same date.

Future dividends will normally be paid as follows:

First interim	Announced in July and paid in September
Second interim	Announced in January and paid in March

TRADEMARKS

The following brand names used in this preliminary announcement are trademarks of the AstraZeneca Group of companies:

Accolate Arimidex Astra Tech Atacand Casodex Crestor Diprivan Ethyol Faslodex FluMist Iressa Losec Merrem Nexium Nolvadex Oxis Plendil Prilosec Pulmicort Pulmicort Respules Rhinocort Seloken Seroquel Seroquel XR Symbicort Symbicort SMART Synagis Tenormin Toprol-XL Zestril Zoladex Zomig

ADDRESSES FOR CORRESPONDENCE

Registrar and Transfer Office	**Depositary for ADRs**	**Registered Office**	**Swedish Securities Registration Centre**
The AstraZeneca Registrar Equiniti Limited	JPMorgan Chase Bank JPMorgan Service Center	15 Stanhope Gate London W1K 1LN	VPC AB PO Box 7822 SE-103 97 Stockholm

Aspect House Spencer Road Lancing West Sussex BN99 6DA UK Tel (freephone in UK): 0800 389 1580 Tel (outside UK): +44 (0)121 415 7033	PO Box 3408 South Hackensack NJ 07606-3408 US Tel (toll free in US): 888 697 8018 Tel: +1 (201) 680 6630	UK Tel: +44 (0)20 7304 5000	Sweden Tel: +46 (0)8 402 9000

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

In order to utilise the 'safe harbour' provisions of the US Private Securities Litigation Reform Act 1995, we are providing the following cautionary statement: This preliminary announcement contains certain forward-looking statements about AstraZeneca. Although we believe our expectations are based on reasonable assumptions, any forward-looking statements may be influenced by factors that could cause actual outcomes and results to be materially different from those predicted. We identify the forward-looking statements by using the words 'anticipates', 'believes', 'expects', 'intends' and similar expressions in such statements. These forward-looking statements are subject to numerous risks and uncertainties. Important factors that could cause actual results to differ materially from those contained in forward-looking statements, certain of which are beyond our control, include, among other things: the loss or expiration of patents, marketing exclusivity or trade marks; the risk of substantial adverse litigation/government investigation claims and insufficient insurance coverage; exchange rate fluctuations; the risk that R&D will not yield new products that achieve commercial success; the risk that strategic alliances will be unsuccessful; the impact of competition, price controls and price reductions; taxation risks; the risk of substantial product liability claims; the impact of any failure by third parties to supply materials or services; the risk of failure to manage a crisis; the risk of delay to new product launches; the difficulties of obtaining and maintaining regulatory approvals for products; the risk of failure to observe ongoing regulatory oversight; the risk that new products do not perform as we expect; the risk of environmental liabilities; the risks associated with conducting business in emerging markets; the risk of reputational damage; and the risk of product counterfeiting.

Item 6

AstraZeneca Development Pipeline
31 January 2008

Line Extensions

Compound	Mechanism	Area Under Investigation	Phase	Estimated Filing	
				MAA	NDA
Cardiovascular					
Atacand	angiotensin II antagonist	diabetic retinopathy	III	1H 2009	1H 2009
Atacand Plus	angiotensin II antagonist/thiazide diuretic	32/12.5 mg, 32/25 mg for hypertension	III	2Q 2008	
Crestor	statin	atherosclerosis	III	Launched	Launched
Crestor	statin	outcomes End Stage Renal Disease	III	1H 2009	1H 2009
Crestor	statin	outcomes in subjects with elevated CRP	III	2010	2010
Saxagliptin/Metformin FDC	DPP-4 + biguanide FDC	diabetes	III		
Dapagliflozin/Metformin FDC	SGLT2 + biguanide FDC	diabetes	III		
Gastrointestinal					
Nexium	proton pump inhibitor	peptic ulcer bleeding	III	2Q 2008	2Q 2008
Nexium Sachet formulation	proton pump inhibitor	GERD	III	Approved**	Launched
Nexium	proton pump inhibitor	extra-oesophageal reflux disease	II	2H 2009*	2H 2009*
Nexium low dose aspirin combination	proton pump inhibitor	low dose aspirin associated peptic ulcer	III		1H 2009
Neuroscience					
Seroquel XR	$D_2/5HT_2$ antagonist	schizophrenia	III	Approved	Launched
Seroquel	$D_2/5HT_2$ antagonist	bipolar maintenance	III	2Q 2008	Filed
Seroquel	$D_2/5HT_2$ antagonist	bipolar depression	III	1Q 2008	Launched
Seroquel XR	$D_2/5HT_2$ antagonist	generalised anxiety disorder	III	4Q 2008	2Q 2008
Seroquel XR	$D_2/5HT_2$ antagonist	major depressive disorder	III	3Q 2008	1Q 2008
Seroquel XR	$D_2/5HT_2$ antagonist	bipolar mania	III	1Q 2008	Filed
Seroquel XR	$D_2/5HT_2$ antagonist	bipolar depression	III	1Q 2008	Filed

Oncology & Infection					
Faslodex	oestrogen receptor antagonist	1st line advanced breast cancer	III		
Faslodex	oestrogen receptor antagonist	adjuvant	III		
Iressa	EGFR-TK inhibitor	NSCLC	III	2Q 2008	
FluMist (MedImmune)	live, attenuated, intranasal influenza virus vaccine	influenza	III	2Q 2008	Launched

*Project Extraesophageal reflux disease (reflux asthma) will be completed but will not result in a regulatory filing.

** Approved by EU RMS, Mutual Recognition Procedure ongoing

Line Extensions (continued)

Compound	Mechanism	Area Under Investigation	Phase	Estimated Filing	
				MAA	NDA
Respiratory & Inflammation					
Symbicort pMDI	inhaled steroid/fast onset, long-acting $_2$ agonist	asthma	III	Filed*	Launched**
Symbicort pMDI	inhaled steroid/fast onset, long-acting $_2$ agonist	COPD	III	Filed*	2Q 2008

*To be supplemented in 2008 with data supporting two additional strengths.
**US approval based on 12 years and above.

NCE's

Phase III

Compound	Mechanism	Area Under Investigation	Phase	Estimated Filing	
				MAA	NDA
Cardiovascular					
AZD6140	ADP receptor antagonist	arterial thrombosis	III	2H 2009	2H 2009
Saxagliptin	dipeptidyl peptidase-4 (DPP-4) inhibitor	diabetes	III	2H 2009	2Q 2008
Dapagliflozin	sodium-glucose cotransporter-2 (SGLT2) inhibitor	diabetes	III	2010	2010
Crestor/ABT-335	statin + fibrate fixed combination	dyslipidaemia	III		2H 2009
Neuroscience					
PN400	naproxen +esomeprazole	signs and symptoms of OA , RA, and AS	III	1H 2009	1H 2009
Oncology & Infection					
Zactima	VEGF/EGF TK inhibitor with RET kinase activity	NSCLC	III	4Q 2008	4Q 2008
Recentin	VEGF signalling inhibitor (VEGFR-TKI)	NSCLC and CRC	II/III	2010	2010
Recentin	VEGF signalling inhibitor (VEGFR-TKI)	recurrent glioblastoma	III	2010	2010
ZD4054	endothelin A receptor antagonist	hormone resistant prostate cancer	III	2011	2011
Motavizumab (MedImmune)	humanized monoclonal antibody	RSV prevention	III	1H 2009	1Q 2008

NCE's

Phases I and II

Compound	Mechanism	Area Under Investigation	Phase	Estimated Filing	
				MAA	NDA
Cardiovascular					
AZD0837	thrombin inhibitor	thrombosis	II	2012	2012
AZD4121	cholesterol absorption inhibitor	dyslipidaemia	II		
AZD2207	CB1 antagonist	diabetes/obesity	II		
AZD1175	CB1 antagonist	diabetes/obesity	I		
AZD1305	antiarrhythmic	arrhythmias	I		
AZD6370	GLK activator	diabetes	I		
Gastrointestinal					
AZD3355	inhibitor of transient lower oesophageal sphincter relaxations (TLESR)	GERD	II	2011	2011
AZD2066	metabotropic Glutamate receptors subtype 5	GERD	I		
AZD1386	Vanilloid receptor 1 antagonist	GERD	I		
Neuroscience					
AZD3480	neuronal nicotinic receptor agonist	cognitive disorders in schizophrenia	II	2011	2011
AZD3480	neuronal nicotinic receptor agonist	Alzheimers	II	2011	2011
AZD6765	NMDA receptor antagonist	depression	II		
AZD2327	enkephalinergic receptor modulator	anxiety and depression	I		
AZD5904	inhibitor of myeloperoxidase (MPO)	multiple sclerosis	I		
AZD3241	inhibitor of myeloperoxidase (MPO)	Parkinson's disease	I		
AZD0328	selective neuronal nicotinic receptor agonist	Alzheimers	I		
AZD1940	CB receptor agonist		I		

		nociceptive and neuropathic pain	
AZD2624	NK receptor antagonist	schizophrenia	I
AZD1386	Vanilloid receptor antagonist	chronic nociceptive pain	I
AZD2066	metabotropic Glutamate receptors	chronic nociceptive pain	I
AZD7325	GABA receptor subtype partial agonist	anxiety	I
AZD6280	GABA receptor subtype partial agonist	anxiety	I
TC-5619 (Targacept)	neuronal nicotinic receptor agonist	cognitive disorders in schizophrenia	I

Phases I and II (continued)

Compound	Mechanism	Area Under Investigation	Phase	Estimated Filing	
				MAA	NDA
Oncology & Infection					
Zactima	VEGF/EGF TK inhibitor with RET kinase activity	medullary thyroid cancer	II	4Q 2008	4Q 2008
CytoFab	anti-TNF-alpha polyclonal antibody	severe sepsis	II		
AZD6244 (ARRY-142886)	MEK inhibitor	solid tumours	II		
AZD2281	PARP inhibitor	breast cancer	II		
EBV vaccine*	Epstein-Barr Virus Vaccine	post-transplant proliferative disease	II		
AZD2836	5a replicon	hepatitis C	II		
AZD0530	SRC kinase inhibitor	solid tumours and haematological malignancies	II		
MEDI-524 (Motavizumab)	MAb targets F-Protein	early and late treatment of disease in paeds>1 yr	II		
MEDI-561	HSP 90 inhibitor	solid tumours	II		2010
AZD1152	aurora kinase inhibitor	solid tumours and haematological malignancies	I		
AZD4769	EGFR tyrosine kinase inhibitor	solid tumours	I		
AZD4877	Cell Cycle Agent	solid tumours and haematological malignancies	I		
AZD8931	erbB kinase inhibitor	solid tumours	I		
AZD7762	CHK1 Kinase Inhibitor	solid tumours	I		
AZD8330 (ARRY-424704)	MEK inhibitor	solid tumours	I		
CAT-8015	recombinant immunotoxin	haematological malignancies	I		
MEDI-534	RSV/PIV-3 vaccine	intranasal immunisation	I		
MEDI-560	PIV-3 vaccine	intranasal immunisation	I		
H5N1	H5N1 Influenza Virus Vaccine	pandemic influenza vaccine	I		
MEDI-538	CD19 B cells	leukaemia/lymphoma	I		

MEDI-564	F protein inhibitor	RSV treatment	I
CMV Vaccine	CMV vaccine	cytomegalovirus	I
MEDI-557	YTE – extended half-life RSV Mab	RSV Prophylaxis	I

*Partnered product

Phases I and II (continued)

Compound	Mechanism	Area Under Investigation	Phase	Estimated Filing	
				MAA	NDA
Respiratory & Inflammation					
AZD9056	ion channel blocker (P2X7)	rheumatoid arthritis	II	2012	2012
AZD1981	Prostaglandin receptor antagonist	asthma	II		
AZD5672	Chemokine antagonist (CCR5)	rheumatoid arthritis	II	2012	2012
MEDI-528	anti-IL-9 antibody	asthma	II		
AZD4818	CCR1 antagonist	COPD	I		
CAT-354	anti-IL-13 antibody	asthma	I		
AZD5904	MPO inhibitor	COPD	I		
AZD1744	Dual CCR3/H1 receptor antagonist	COPD	I		
AZD1236	Matrix metalloproteinase inhibition	COPD	I		
AZD9668	Neutrophil Elastase Inhibitor	COPD	I		
MEDI-563	anti-IL-5R antibody	asthma	I		
MEDI-545	anti-IFNa antibody	SLE, myositis	I		
Pneumococcal vaccine*	Pneumococcal vaccine	Streptococcus pneumoniae	I		
AZD3199	iLABA	asthma/COPD	I		
CAM-3001	anti-GM-CSFR antibody	rheumatoid arthritis	I		

*Partnered product

AstraZeneca Development Pipeline
Discontinued Projects vs 26 July 2007 HY

Cardiovascular & Gastrointestinal

NCE/Line Extension	Compound	Area Under Investigation
NCE	AZD1283	thrombosis
NCE	AZD3988	diabetes/obesity
NCE	AZD3118	arrhythmias
LE	Crestor Outcomes CHF	CHF
LE	Nexium NSAID GI US	ulcer healing
LE	Nexium NSAID GI side effects US	symptom resolution
NCE	AZD9056	Inflammatory bowel disease

Neuroscience

NCE/Line Extension	Compound	Area Under Investigation
NCE	AZD3783	anxiety & depression
NCE	AZD1080	Alzheimers

Oncology & Infection

NCE/Line Extension	Compound	Area Under Investigation
NCE	AZD6495	range of tumours
NCE	CAT-5001	solid tumours
NCE	AZD5180	solid tumours
NCE	hMPV MAb	respiratory infection
NCE	MEDI-552	leukaemia/lymphoma
NCE	MEDI-555	solid tumours
NCE	MEDI-562	solid tumours
NCE	CAT-3888	hairy cell leukaemia
NCE	AZD9935	solid tumours
NCE	AZD4992	breast cancer

Respiratory & Inflammation

NCE/Line Extension	Compound	Area Under Investigation
NCE	MEDI-552	inflammation
NCE	Anti-IL6 MAb	inflammation
NCE	anti Chitinase MAb	asthma/COPD
NCE	AZD6357	osteoarthritis
NCE	AZD6605	osteoarthritis

Comments

As disclosure of compound information is balanced by the business need to maintain confidentiality, information in relation to some compounds listed here has not been disclosed at this time.

Compounds in development are displayed by phase.

Projects shaded in grey were communicated as discontinued at the Biologics Review, Dec 7th 2007

Abbreviations:

MAA – Marketing Authorisation Application (Europe).
NDA – New Drug Application/Biologics Licensing Application (USA).

Item 7

Transparency Directive
Voting Rights and Capital

The following notification is made in accordance with the UK Financial Services Authority Disclosure and Transparency Rule 5.6.1. On 31 January 2008 the issued share capital of AstraZeneca PLC with voting rights is 1,457,011,985 ordinary shares of US$0.25. No shares are held in Treasury. Therefore, the total number of voting rights in AstraZeneca PLC is 1,457,011,985.

The above figure for the total number of voting rights may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, AstraZeneca PLC under the FSA's Disclosure and Transparency Rules.

G H R Musker
Company Secretary
31 January 2008