

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)

£10,000,000,000

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 (the "Guarantor")**

GlaxoSmithKline plc, GlaxoSmithKline Capital Inc. and GlaxoSmithKline Capital plc (each an "Issuer") 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 its 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. 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 the Prospectus Directive (Directive 2003/71/EC) (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 an offering circular dated 30th July, 2008 (the "Offering Circular", which definition also includes all information incorporated by reference therein) for use in connection with the issue of Notes under the Programme. The Offering Circular does not form part of this Registration Document, other than those provisions of the Offering Circular specifically incorporated by reference herein (see "Incorporation by Reference" herein).

Application has been 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" on pages 15 to 25 of the Offering Circular (which is incorporated by reference herein) and, as the case may be, the applicable Securities Note.

Arranger

Citi

Dealers

Citi

Deutsche Bank

JPMorgan

Mizuho International plc

Credit Suisse

HSBC

Lehman Brothers

The Royal Bank of Scotland

The date of this Registration Document is 30th July, 2008

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.

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 Offering Circular, 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; (ii) GlaxoSmithKline plc; (iii) GlaxoSmithKline Capital Inc.; (iv) GlaxoSmithKline Capital plc; (v) Summary Financial Information of the Group; and (vi) General Information.

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, 2007 of the Guarantor and its subsidiaries and associated undertakings, the notes thereto and the audit report prepared in connection therewith found on pages 87 to 164 of the Group's Annual Report 2007, and the audited consolidated annual financial statements for the financial year ended 31st December, 2006 of the Guarantor and its subsidiaries and associated undertakings, the notes thereto and the audit report prepared in connection therewith found on pages 83 to 164 of the Group's Annual Report 2006;
- (b) the section entitled "History and development of the company" on page 2 and "Financial performance and outlook" on page 3 of the Group's Annual Report 2007;
- (c) the section entitled "Financial trends and ratios" on page 12 of the Group's Annual Report 2007;
- (d) the section entitled "Regulatory environment" on pages 27 to 30 of the Group's Annual Report 2007;
- (e) the section entitled "Financial review 2007" on pages 36 to 43 of the Group's Annual Report 2007;
- (f) the section entitled "Financial position and resources" on pages 44 to 49 of the Group's Annual Report 2007;
- (g) the section entitled "Investor information" on pages 165 to 179 of the Group's Annual Report 2007;
- (h) the section entitled "Annual General Meeting" on pages 65 to 66, the section entitled "Audit Committee Report" on pages 67 to 68, the section entitled "The Combined Code" on page 69, and the section entitled "Remuneration Report" on pages 71 to 86 of the Group's Annual Report 2007;
- (i) the section entitled "Legal proceedings" on pages 152 to 158 of the Group's Annual Report 2007;
- (j) the press release dated 23rd April, 2008 containing the unaudited interim condensed financial information of the Guarantor and its subsidiaries and associated undertakings for the quarter period ended 31st March, 2008; and
- (k) the press release dated 23rd July, 2008 containing the unaudited interim condensed financial information of the Guarantor and its subsidiaries and associated undertakings for the quarter period

ended 30th June, 2008, which includes "Legal matters" on page 15, (the "Interim June 2008 Financial Information").

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 Offering Circular 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.

Any documents themselves incorporated by reference in the documents listed at (a) to (k) 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.

BOARD OF DIRECTORS OF GLAXOSMITHKLINE PLC

The members of the Board of Directors of GlaxoSmithKline plc, none of whom have activities outside the Group which are significant with respect to the Group, are as follows:

<u>Name of Director</u>	<u>Age</u>	<u>Executive/ Non-Executive</u>	<u>Function in Group</u>
Executive			
Witty, Mr. Andrew Philip	43	Executive	Chief Executive Officer
Heslop, Mr. Julian Spenser	54	Executive	Chief Financial Officer
Slaoui, Dr. Moncef	49	Executive	Chairman, Research & Development
Viehbacher, Mr. Christopher	48	Executive	Executive Director and President, US Pharmaceuticals
Non-Executive			
Anderson, Professor Sir Roy Malcolm	61	Non-Executive	Non-Executive Director
Burns, Dr. Stephanie Ann	53	Non-Executive	Non-Executive Director
Culp, Mr. H. Lawrence	45	Non-Executive	Non-Executive Director
Davis, Sir Crispin Henry Lamert	59	Non-Executive	Non-Executive Director
Gent, Sir Christopher Charles	60	Non-Executive	Chairman, Chairman of the Nominations Committee and Chairman of the Corporate Responsibility Committee
Maughan, Sir Deryck Charles	60	Non-Executive	Non-Executive Director
Podolsky, Dr. Daniel	55	Non-Executive	Non-Executive Director
Prosser, Sir Ian Maurice Gray	65	Non-Executive	Senior Independent Non-Executive Director
Schmitz, Dr. Ronaldo Hermann	69	Non-Executive	Non-Executive Director
de Swaan, Mr. Tom	62	Non-Executive	Non-Executive Director and Chairman of the Audit Committee
Wilson, Sir Robert Peter	64	Non-Executive	Non-Executive Director and Chairman of the Remuneration Committee

GSK confirms that there are no potential conflicts of interest between any duties owed to it and the private interests and or other duties of the Board of Directors.

The business address for each of the above directors is 980 Great West Road, Brentford, Middlesex TW8 9GS.

DOCUMENTS AVAILABLE FOR COLLECTION AND 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, 2007 and 31st December, 2006, in each case together with the audit reports prepared in connection therewith;
- c) a copy of the documents listed at (b) to (k) on page 2;
- 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 Programme Agreement, the Trust Deed, the Agency Agreement and the forms of the Global Notes, the Notes in definitive form, the Receipts, the Coupons and the Talons;
- f) a copy of the Offering Circular 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 page 7 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).

THE ISSUERS

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GlaxoSmithKline plc
980 Great West Road
Brentford
Middlesex TW8 9GS

Registered Office of
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Delaware 19801

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THE GUARANTOR

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Middlesex TW8 9GS

ARRANGER

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DEALERS

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HSBC Bank plc
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Mizuho International plc
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TRUSTEE

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PRINCIPAL PAYING AGENT

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PAYING AGENT

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L-2953 Luxembourg

LEGAL ADVISERS

*To GlaxoSmithKline plc, GlaxoSmithKline Capital Inc. and
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

To GlaxoSmithKline plc and GlaxoSmithKline Capital plc

PricewaterhouseCoopers LLP

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