

IMPORTANT NOTICE

IMPORTANT: You must read the following before continuing. The following applies to the registration document following this page (the “Registration Document”) which has been prepared in accordance with Article 5.3 of Directive 2003/71/EC (the “Prospectus Directive”). You are therefore advised to read this carefully before reading, accessing or making any other use of the Registration Document. In accessing the Registration Document, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access. This Important Notice does not form part of the Registration Document.

The publication of the Registration Document on this website is not an offer to buy or sell or solicitation of an offer to buy or sell securities or to participate in any particular trading strategy. The publication of the Registration Document in this manner is solely to satisfy the requirements of the Prospectus Rules Instrument 2005 made by The Financial Services Authority in the exercise of certain powers and provisions of the Financial Services and Markets Act 2000.

The Registration Document shall not be available in any place or to any person except in compliance with all applicable laws and regulations and in circumstances in which no obligation is imposed on GlaxoSmithKline plc, GlaxoSmithKline Capital plc and GlaxoSmithKline Capital Inc. or the dealers named in the Registration Document. Prior to accessing the Registration Document you must ascertain that you will be doing so in compliance with such requirement.

The securities to which the Registration Document relates will not be subject to a general offering by or on behalf of the Issuer. Any solicitation or offer by or on behalf of the Issuer will only be made by the dealers named in the relevant securities note to persons identified by the relevant dealers, as persons to whom such solicitation or offer may lawfully be made.

The materials relating to an offering of securities under the Programme do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that any solicitation or offering be made by a licensed broker or a dealer and the dealers named in the relevant securities note, or any affiliate of the such dealers, is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such dealers, or such affiliate on behalf of the issuer in such jurisdiction.

IN ORDER TO BE ELIGIBLE TO VIEW THE REGISTRATION DOCUMENT OR MAKE AN INVESTMENT DECISION WITH RESPECT TO THE SECURITIES DESCRIBED THEREIN, YOU MUST EITHER (I) NOT BE A “US PERSON” WITHIN THE MEANING OF REGULATION S OF THE US SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) NOR A US RESIDENT FOR PURPOSES OF THE US INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “1940 ACT”) OR (II) BE A PERSON THAT IS BOTH A “QUALIFIED INSTITUTIONAL BUYER” WITHIN THE MEANING OF RULE 144A UNDER THE SECURITIES ACT (A “QIB”), AND A “QUALIFIED PURCHASER” WITHIN THE MEANING OF SECTION 2(A)(51) UNDER THE 1940 ACT AND THE RULES AND REGULATIONS THEREUNDER (A “QP”).

Within the United Kingdom, the Registration Document is directed only at persons who (a) have professional experience in matters relating to investments or (b) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc”) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”) or (c) are persons to whom it may otherwise be lawfully made to under the Financial Promotion Order (all such persons together being referred to as “relevant persons”). The Registration Document must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Registration Document relates is available only to relevant persons and will be engaged in only with relevant persons.

THE REGISTRATION DOCUMENT MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE REGISTRATION DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS REQUIREMENT MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

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 (the "Guarantor")**

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. 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 a prospectus dated 30th July, 2009 (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 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 Prospectus (which is incorporated by reference herein) and, as the case may be, the applicable Securities Note.

Arranger

Citi

Dealers

**Citi
Deutsche Bank
J.P. Morgan Cazenove**

The Royal Bank of Scotland

**Credit Suisse
HSBC
Mizuho International plc**

The date of this Registration Document is 30th July, 2009

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 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" on pages 15 to 25; (ii) "GlaxoSmithKline plc" on pages 85 to 86; (iii) "GlaxoSmithKline Capital Inc." on page 82; (iv) "GlaxoSmithKline Capital plc" on pages 83 to 84; (v) "Summary Financial Information of the Group" on pages 87 to 88; and (vi) "General Information" on pages 97 to 99.

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 2008 of the Guarantor and its subsidiaries and associated undertakings, the notes thereto and the audit report prepared in connection therewith found on pages 99 to 186 of the Group's Annual Report 2008, and 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;
- (b) the section entitled "Financial performance" on page 3 of the Group's Annual Report 2008;
- (c) the sections entitled "Financial trends and ratios" on page 12 and "History and development of the company" on page 16 of the Group's Annual Report 2008;
- (d) the section entitled "Products, intellectual property and competition" on pages 17 to 20 of the Group's Annual Report 2008;
- (e) the sections entitled "Regulation" on page 32 and "Economy, world market and outlook" on page 33 of the Group's Annual Report 2008;
- (f) the section entitled "Financial review 2008" on pages 34 to 42 of the Group's Annual Report 2008;
- (g) the section entitled "Financial position and resources" on pages 43 to 49 of the Group's Annual Report 2008;
- (h) the section entitled "Corporate Governance – Annual General Meeting" on page 71, the section entitled "Corporate Governance – Committee Reports – Audit Committee Report" on pages 73 to 74, the section entitled "Corporate Governance – The Combined Code" on page 76, and the section entitled "Remuneration Report" on pages 78 to 98 of the Group's Annual Report 2008;
- (i) the section entitled "Legal proceedings" on pages 172 to 180 of the Group's Annual Report 2008;
- (j) the section entitled "Shareholder information" on pages 187 to 206 of the Group's Annual Report 2008;

- (k) the press release dated 22nd April, 2009 containing the unaudited interim condensed financial information of the Guarantor and its subsidiaries and associated undertakings for the quarter period ended 31st March, 2009; and
- (l) the press release dated 22nd July, 2009 containing the unaudited interim condensed financial information of the Guarantor and its subsidiaries and associated undertakings for the quarter period ended 30th June, 2009.

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.

Any documents themselves incorporated by reference in the documents listed at (a) to (l) 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 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" on pages 15 to 25 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, 2008 and 31st December, 2007, in each case together with the audit reports prepared in connection therewith;
- c) a copy of the documents listed at (b) to (l) on pages 2 and 3;
- 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 Receipts, 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 page 5 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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