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SMITH & NEPHEW PLC
Form 6-K
August 28, 2003

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of
1934

August 28, 2003

Commission File Number 001-14978

SMITH & NEPHEW plc
(Registrant's name)

15 Adam Street
London, England WC2N 6LA
(Address of registrant's principal executive offices)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F X Form 40-F
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[Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).]

Yes No X
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[Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).]

Yes No X
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[Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing information to the Commission pursuant to Rule 12g3-2 (b) under the Securities Exchange Act of 1934.]

Yes No X
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If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- n/a.

Total Pages: 3

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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 thereunto duly authorized.

Smith & Nephew plc
(Registrant)

Date: August 28, 2003

By: /s/ Paul Chambers

Paul Chambers
Company Secretary

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Smith & Nephew plc
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London WC2N 6LA
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[Graphic Omitted]
We are smith & nephew

28 August 2003

Expiration of Tender Offers for Centerpulse and InCentive Capital

Following the 27 August deadline set by the Swiss Takeover Board, Smith & Nephew announces today that the tender offer period relating to the proposed acquisitions of Centerpulse AG and InCentive Capital AG has expired. Smith & Nephew Group plc, with 0.24% of the shares of Centerpulse and 0.06% of InCentive Capital shares tendered, has not received the minimum level of valid acceptances for its offers and therefore declares that its public tender offers for Centerpulse and InCentive Capital have lapsed. Additionally the Scheme of Arrangement to establish a new group holding company for Smith & Nephew will not be implemented and therefore new shares of Smith & Nephew Group plc will not be issued.

Enquiries

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Financial Dynamics

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United States of America

The offer for Centerpulse shares is being made in the United States only through a prospectus/offer to exchange, which is part of a registration statement filed with the SEC by Smith & Nephew Group. Centerpulse shareholders who are US persons or are located in the United States are urged to read the registration statement, including the prospectus/offer to exchange included

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therein, and the other documents filed, or to be filed, with the SEC by Smith & Nephew Group or Centerpulse relating to the Centerpulse offer, because they contain important information about the Centerpulse offer. You may obtain a free copy of these documents from the SEC's Web site at www.sec.gov. You may also obtain this information from Morrow & Co., Inc., the US information agent for the Centerpulse offer, at (800) 607-0088, or by e-mail at centerpulse.info@morrowco.com

News