

SMITH & NEPHEW PLC
Form 6-K
June 26, 2008

**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**

June 25, 2008

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 <input checked="" type="checkbox"/>	Form 40-F
---	---

[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 <input checked="" type="checkbox"/>
---	---

[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 <input checked="" type="checkbox"/>
---	---

[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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2 (b) : 82- n/a.

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: June 25, 2008

By: /s/ Paul Chambers

Paul Chambers
Company Secretary

Transaction in own shares.

Smith & Nephew plc announces that on

25

June

2008

it purchased

175,000 ordinary shares of US\$0.20 each at a price of

568.3278

pence per share. The purchased shares will be held as treasury shares.

Following the above purchase, Smith & Nephew plc holds

63,124,483

ordinary shares in treasury, and has

885,735,971

ordinary shares in issue (excluding treasury shares).

Paul Chambers
Company Secretary

greement and Plan of Merger, dated as of November 10, 2003, as amended, (the "Merger Agreement"), among the Company, Majesco Acquisition and Majesco. Pursuant to the Merger Agreement, Majesco Acquisition merged with and into Majesco and as a result, Majesco was the surviving corporation and became a wholly-owned subsidiary of the Company. For accounting purposes this acquisition is being accounted for as a reverse merger with Majesco as the acquirer.

This Form 8-K/A amends the current report on Form 8-K dated December 5, 2003 to include the requirements of Item 7(a) Financial statements of business acquired and Item 7(b) Pro forma financial information.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial statements of business acquired.

Included in this filing are the audited Consolidated Balance Sheets of Majesco as of October 31, 2003 and October 31, 2002 and the related Consolidated Statements of Operations, Shareholders' Deficiency and Cash Flows for each of the three years the period ended October 31, 2003.

(b) Pro forma financial information.

Included in this filing are the unaudited Consolidated Pro Forma Financial Statements giving effect to the Merger. These unaudited consolidated pro forma financial statements are presented for illustrative purposes only. The pro forma adjustments are based upon available information and certain assumptions set forth in the notes to these financial statements which have been made solely for the purposes of developing this pro forma information. The unaudited Consolidated Pro Forma Financial Statements include the unaudited Combined Balance Sheets of the Company and Majesco as of October 31, 2003, assuming the Merger occurred on such date and the unaudited Pro Forma Consolidated Statements of Operations giving effect to the Merger by combining the results of operations of the Company for the period from January 1, 2003 to December 5, 2003 (unaudited) with the results of operations of Majesco for the year ended October 31, 2003, as if the Merger had occurred on November 1, 2002.

(c) Exhibits

99.1 Financial Statements listed in Item 7(a) above.

99.2 Pro forma Financial Statements listed in Item 7(b) above.

SIGNATURE

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.

CONNECTIVCORP

Edgar Filing: SMITH & NEPHEW PLC - Form 6-K

Date: February 17, 2004

By: /s/ Jesse Sutton

Name: Jesse Sutton

Title: President and Chief Executive Officer
