

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 20-F

(Mark One)

☐REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

or

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

For the fiscal year ended December 31, 2003

or

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

Commission File Number: 1-15096

**SERONO S.A.**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Switzerland**

(Jurisdiction of incorporation or organization)

15 bis, Chemin des Mines

Case Postale 54

CH-1211 Geneva 20

Switzerland

(Address of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class:**

Bearer Shares, nominal value CHF25 per share

**Name of each exchange on which registered:**

New York Stock Exchange\*

American Depositary Shares (as evidenced by American Depositary  
Receipts), each representing one fortieth of a Bearer Share

New York Stock Exchange

\*Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2003.

Bearer Shares, nominal value CHF 25 per share:

11,406,887 outstanding

Registered Shares, nominal value CHF 10 per share:

11,013,040 outstanding

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes☐ No

Indicate by check mark which financial statement item the registrant has elected to follow.



**Serono S.A.**  
**Annual Report on Form 20-F**  
**for the year ended**  
**December 31, 2003**

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## PART I

**Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**Item 3. KEY INFORMATION****Selected Consolidated Historical Financial Data**

We have derived our selected consolidated historical financial data from our consolidated financial statements. We prepare and present our consolidated financial statements in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB, and its predecessor organization, the International Accounting Standards Committee. IFRS differ in significant respects from United States Generally Accepted Accounting Principles, or U.S. GAAP. You can find a reconciliation of our audited consolidated financial statements to U.S. GAAP in Note 34 to our audited consolidated financial statements included in this Annual Report. Since the information we present below is only a summary and does not provide all of the information contained in our consolidated financial statements, you should read our consolidated financial statements and the notes to the consolidated financial statements included in this Annual Report.

	Year ended December 31,				
	2003	2002	2001	2000	1999
(U.S. dollars in thousands, except per share data)					
<b>Income Statement Data:</b>					
Product sales	\$ 1,858,009	\$ 1,423,130	\$ 1,249,405	\$ 1,146,998	\$ 1,054,144
Royalty and license income	160,608	114,705	127,065	92,656	78,400
<b>Total revenues</b>	<b>2,018,617</b>	<b>1,537,835</b>	<b>1,376,470</b>	<b>1,239,654</b>	<b>1,132,544</b>
Operating expenses:					
Cost of product sales	279,619	223,751	213,160	229,907	260,748
Selling, general and administrative	636,823	504,248	446,945	393,716	369,747
Research and development, net	467,779	358,099	308,561	263,152	221,629
Restructuring	—	16,303	—	—	—
Other operating expense, net	199,476	85,811	70,152	31,147	58,718
<b>Total operating expenses</b>	<b>1,583,697</b>	<b>1,188,212</b>	<b>1,038,818</b>	<b>917,922</b>	<b>910,842</b>
<b>Operating income</b>	<b>434,920</b>	<b>349,623</b>	<b>337,652</b>	<b>321,732</b>	<b>221,702</b>
Financial income, net	44,018	36,476	51,381	52,277	2,458
Other expense, net	19,743	1,658	2,548	2,411	1,078
<b>Total non-operating income, net</b>	<b>24,275</b>	<b>34,818</b>	<b>48,833</b>	<b>49,866</b>	<b>1,380</b>
<b>Income before taxes and minority interests</b>	<b>459,195</b>	<b>384,441</b>	<b>386,485</b>	<b>371,598</b>	<b>223,082</b>
Taxes	68,905	63,127	69,816	70,384	39,778
<b>Income before minority interests</b>	<b>390,290</b>	<b>321,314</b>	<b>316,669</b>	<b>301,214</b>	<b>183,304</b>
Minority interests	327	536	(52)	174	8
<b>Net income</b>	<b>\$ 389,963</b>	<b>\$ 320,778</b>	<b>\$ 316,721</b>	<b>\$ 301,040</b>	<b>\$ 183,296</b>
<b>Per Share Data:</b>					
Basic income per share (1)(2):					
Bearer shares	\$ 24.63	\$ 20.07	\$ 19.72	\$ 19.50	\$ 12.23
Registered shares	9.85	8.03	7.89	7.80	4.89
American depositary shares (3)	0.62	0.50	0.49	0.49	0.31

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