

NOVO NORDISK A S  
Form 6-K  
February 15, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER**

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

February 14, 2017

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**NOVO NORDISK A/S**

(Exact name of Registrant as specified in its charter)

**Novo Allé**

**DK- 2880, Bagsvaerd**

**Denmark**

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(Address of principal executive offices)

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

Form 20-F ☒ Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g-32(b):82-\_\_\_\_\_

**Trading in Novo Nordisk shares by board members, executives and associated persons on 9 February and 13 February 2017**

**Bagsværd, Denmark, 14 February 2017** — This document discloses the data of the transaction(s) made in Novo Nordisk shares by the company’s board members, executives and their associated persons in accordance with Article 19 of Regulation No. 596/2014 on market abuse.

The company’s board members, executives and their associated persons have given Novo Nordisk power of attorney on their behalf to publish trading in Novo Nordisk shares by the company’s board members, executives and their associated persons.

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Please find below a statement of such trading in shares issued by Novo Nordisk.

The below table summarizes the net ADR and B shareholdings of the board members before and after the transactions made on 9 February and 13 February 2017, respectively.

| Name and position                                       | Holding of Novo Nordisk ADRs*/B shares** ultimo 2016 <sup>1</sup> /after 2 February 2017 <sup>2</sup> | Novo Nordisk ADRs purchased 9 February 2017 | Novo Nordisk B shares sold on 13 February 2017 | Holding of Novo Nordisk ADRs*/B shares** after 9 and 13 February 2017, respectively |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------------------------------|------------------------------------------------|-------------------------------------------------------------------------------------|
| Board members                                           |                                                                                                       |                                             |                                                |                                                                                     |
| Brian Daniels <sup>1</sup>                              | 1,200*                                                                                                | 900                                         |                                                | 2,100*                                                                              |
| Liselotte Hyveled, employee representative <sup>2</sup> | 6,428**                                                                                               |                                             | 1,040                                          | 5,388**                                                                             |

15/2-17: Liselotte Hyveled's start shareholding has been corrected from 'ultimo 2016' to 'after 2/2-17' and from '5,955' to '6,428'. Further, her shareholdings after 13/2-17 have been corrected from '4,915' to '5,388'.

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1 Details of the person discharging managerial responsibilities/person closely associated

a) Name of the Board member/Executive/Associated Person Brian Daniels

2 Reason for the notification

a) Position/status Member of the Board of Directors

b) Initial notification/Amendment Initial notification

3 Details of the issuer

a) Name Novo Nordisk A/S

b) LEI 549300DAQ1CVT6CXN342

4 Details of the transaction(s)

a) Description of the financial instrument, type of instrument, ADRs  
Identification code NVO

b) Nature of the transaction Purchase of ADRs

c) Price(s) and volume(s)

| Price(s)   | Volume(s) |
|------------|-----------|
| DKK 238.64 | 900 ADR's |

d) Aggregated information

|                     |            |
|---------------------|------------|
| - Aggregated volume | 900 ADR's  |
| - Price             | 238.64 DKK |

e) Date of the transaction 9 February 2017

f) Place of the transaction New York Stock Exchange

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1 Details of the person discharging managerial responsibilities/person closely associated

a) Name of the Board member/Executive/Associated Person Liselotte Hyveled

2 Reason for the notification

a) Position/status Member of the Board of Directors (employee representative)

b) Initial notification/Amendment Initial notification

3 Details of the issuer

a) Name Novo Nordisk A/S

b) LEI 549300DAQ1CVT6CXN342

4 Details of the transaction(s)

a) Description of the financial instrument, type of instrument, Shares

Identification code Novo Nordisk B  
DK0060534915

b) Nature of the transaction Sale of shares

c) Price(s) and volume(s)

| Price(s)   | Volume(s)  |
|------------|------------|
| DKK 241.90 | 12 shares  |
| DKK 241.90 | 4 shares   |
| DKK 241.90 | 300 shares |
| DKK 241.90 | 724 shares |

d) Aggregated information

|                     |              |
|---------------------|--------------|
| - Aggregated volume | 1,040 shares |
| - Price             | 241.90 DKK   |

e) Date of the transaction 13 February 2017

f) Place of the transaction Nasdaq Copenhagen

**Definitions and background information:**

**Publication**

Publication shall take place no later than three working days after the trading by board members, executives or their associated persons. Publication is only required when the total amount of transactions of a specific board member/executive and his/her associated persons in any one calendar year has reached 20,000 EUR.

**Who are board members, executives and associated persons?**

Board members and executives are members of the Board of Directors and Executive Management, respectively, of Novo Nordisk A/S. Associated persons are defined as the following persons associated to a board member/executive: 1) spouse or cohabitant, 2) children under the age of 18 years, 3) Other relatives defined as brothers, sisters, parents, grandparents, children, grandchildren, cousins etc. who have shared the same household with a board member or executive for a period of at least one year on the date of the given transaction and 4) any legal persons, trust, or partnership, the managerial responsibilities of which are discharged by a board member/executive or by a person referred to in items 1)-3) above, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

**What is trading/transaction?**

Trading is any kind of transaction, including shares and share related securities purchased or otherwise acquired, sold or otherwise disposed, gifts, mortgages, heritage and grants, allotments and exercise of options.

**What is financial instrument and ID code?**

Financial instrument includes shares listed on the Nasdaq Copenhagen and ADRs listed on New York Stock Exchange, except for ADRs held in 401(k) retirement plan by US-based employees. The ID code is the code (ISIN DK0060534915) of the Novo Nordisk share on the Nasdaq Copenhagen or the code (NVO) on New York Stock Exchange.

**What is date and place of transaction?**

Date of transaction is the actual transaction date. The place of transaction is the actual place of transaction, i.e. Nasdaq Copenhagen or New York Stock Exchange.

What is the volume and price of transaction and aggregated information?

The volume of transaction is the number of shares (of DKK 0.20 nominal value) or other financial instruments traded. In case of a single transaction the price is the price of that single transaction. In case of multiple transactions, when the transactions relates to the same financial instrument, are of the same nature, are executed on the same day and are executed on the same place, the volume must be aggregated. The price of the aggregated transactions is the weighted average price.

The exchange rate of the Danish Central Bank (Nationalbanken) on the date of transaction is used for calculating the transaction value in DKK in case of ADRs listed on New York Stock Exchange.

Novo Nordisk is a global healthcare company with more than 90 years of innovation and leadership in diabetes care. This heritage has given us experience and capabilities that also enable us to help people defeat other serious chronic conditions: haemophilia, growth disorders and obesity. Headquartered in Denmark, Novo Nordisk employs approximately 42,000 people in 77 countries and markets its products in more than 165 countries. Novo Nordisk's B shares are listed on Nasdaq Copenhagen (Novo-B). Its ADRs are listed on the New York Stock Exchange (NVO). For more information, visit [novonordisk.com](http://novonordisk.com), Facebook, Twitter, LinkedIn, YouTube

#### Further information

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|                         |               |                                                              |
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| Investor Relations      | +45 4444 8888 | CVR no:                                                      |
|                         | Denmark       | 24 25 67 90                                                  |
|                         |               | Company announcement No 11 / 2017                            |

**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 of the undersigned, thereunto duly authorized.

NOVO NORDISK A/S

Date: February 14, 2017

Lars Fruergaard Jørgensen

Chief Executive Officer