

MERCK SERONO S.A.  
Form S-8 POS  
June 04, 2007

As filed with the Securities and Exchange Commission on June 4, 2007

Registration No. 333-12480

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8 REGISTRATION STATEMENT NO. 333-12480**

**UNDER  
THE SECURITIES ACT OF 1933**

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**MERCK SERONO S.A.**

(Exact name of registrant as specified in its charter)

**Switzerland**

(State or other jurisdiction of incorporation or  
organization)

**Not Applicable**

(I.R.S. Employer Identification No.)

**9, Chemin des Mines  
Case Postale 54  
1202 Geneva, Switzerland  
Tel.: +41-22-414-3000**

(Address, including Zip Code, and Telephone Number, including Area Code, of  
Registrant's Principal Executive Offices)

**MANAGEMENT INCENTIVE SCHEME OF SERONO S.A. AND ITS  
SUBSIDIARIES AND CERTAIN  
DIRECTOR OPTION AGREEMENTS  
SERONO EMPLOYEE SHARE PURCHASE PLAN  
SERONO SHARE MATCH PLAN**

(Full title of the plan)

**Fereydoun Firouz  
EMD Serono, Inc.**

**One Technology Place  
Rockland, MA (800) 283-8088**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Agent For Service)

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**DEREGISTRATION OF UNSOLD SECURITIES**

This post-effective amendment relates to the following Registration Statement on Form S-8 (the “Registration Statement”) of Merck Serono S.A. (formerly Serono S.A.) (the “Company”):

File No. 333-12480, pertaining to the registration of the Company’s 406,443 bearer shares, par value CHF 25 per share (which may be offered in the form of American depositary shares, each representing a one-fortieth of a bearer share), which was filed with the Securities and Exchange Commission (the “SEC”) and became effective on September 6, 2000, and which was amended by post-effective amendment No. 1 for the purpose of adding additional plans, which was filed with the SEC and became effective on November 20, 2000.

The Company intends to file a Form 15F with the SEC to effect the deregistration of its bearer shares and American depositary shares under Rule 12h-6(a) under the U.S. Securities Exchange Act of 1934, as amended. In accordance with the undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company registered but unsold under the Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Geneva, Switzerland on June 4, 2007.

Merck Serono S.A.

By: /s/ Francois Naef  
Name: Francois Naef  
Title: Secretary to the Board and Chief Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed by the following persons in the capacities indicated on June 4, 2007.

| <b>By:</b>   | <b>Title:</b>   |
|--|---|
| /s/ Elmar Schnee<br>Name: Elmar Schnee                 | Chief Executive Officer and a Director<br>(Principal Executive Officer) |
| /s/ Olaf Klinger<br>Name: Olaf Klinger                 | Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ Michael Becker<br>Name: Michael Becker             | Chairman of the Board   |
| /s/ Axel von Wietersheim<br>Name: Axel von Wietersheim | Director  |
| /s/ Carlo Lombardini<br>Name: Carlo Lombardini         | Director  |
| /s/ Philippe Tischhauser<br>Name: Philippe Tischhauser | Director  |
| /s/ Joseph Dubacher<br>Name: Joseph Dubacher           | Director  |
| /s/ Peter Bohnenblust<br>Name: Peter Bohnenblust       | Director  |
| /s/ Fereydoun Firouz<br>Name: Fereydoun Firouz         | Authorized Representative in the United States<br>Authorized Signatory  |