

SCHERING AKTIENGESELLSCHAFT
Form SC TO-C
March 30, 2006

As filed with the Securities and Exchange Commission on March 29, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) of the Securities

Exchange Act of 1934

Schering AG

(Name of Subject Company (issuer))

Dritte BV GmbH

Bayer Aktiengesellschaft

(Name of Filing Persons (offerors))

Ordinary Shares,

no par value

(Title of Class of Securities)

DE0007172009

(CUSIP Number of Class of Securities)

American Depositary Shares

(each representing one Ordinary Share)

(Title of Class of Securities)

806585204

(CUSIP Number of Class of Securities)

Dr. Roland Hartwig

**Bayerwerk, Gebaeude W11
Kaiser-Wilhelm-Allee**

Edgar Filing: SCHERING AKTIENGESELLSCHAFT - Form SC TO-C

51368 Leverkusen
Germany
+49 (214) 3081195

(Name, Address and Telephone Number of Person Authorized to Receive

Notices and Communications on Behalf of the Person(s) Filing Statement)

With copies to:

**Charles Nathan, Esq.
John E. Sorkin, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
(212) 906-1200**

**Dr. Joachim von Falkenhausen
Stefan Widder
Latham & Watkins LLP
Warburgstrasse 50
20354 Hamburg, Germany
+49 (40) 414030**

CALCULATION OF FILING FEE

Transaction Valuation*
N/A

Amount of Filing Fee
N/A

-
- * This filing relates solely to preliminary communications made before the commencement of a tender offer, so no fee is payable.
 - o Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:

Filing Party:
Date Filed:

- ý Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- ý third-party tender offer subject to Rule 14d-1.
- o issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

Edgar Filing: SCHERING AKTIENGESELLSCHAFT - Form SC TO-C

| <u>Exhibit List</u> | <u>Description</u> |
|---------------------|--|
| 99.1 | Ad-hoc Report "Bayer announces the launch of a EUR 2 billion subordinated mandatory convertible bond," dated March 29, 2006. |
| 99.2 | Press release "Bayer announces the launch of a EUR 2 billion mandatory convertible bond," dated March 29, 2006. |
| 99.3 | Ad-hoc Report "Bayer successfully placed a EUR 2 billion subordinated mandatory convertible bond," dated March 29, 2006. |
| 99.4 | Press release "Bayer EUR 2 billion mandatory convertible bond successfully placed," dated March 29, 2006. |

Edgar Filing: SCHERING AKTIENGESELLSCHAFT - Form SC TO-C

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 29, 2006

Bayer Aktiengesellschaft

By: /s/ DR. ROLAND HARTWIG
Name: Dr. Roland Hartwig
Title: General Counsel

By: /s/ DR. ALEXANDER ROSAR
Name: Dr. Alexander Rosar
Title: Head of Investor Relations

Dritte BV GmbH

By: /s/ DR. ARMIN BUCHMEIER
Name: Dr. Armin Buchmeier
Title: Managing Director

/div>
26,032,120

984,070 the 26,032,120 Registered Shares reported are held by The Judith M. Burrell Revocable Trust, over which Registered Shares the reporting person shares voting and dispositive power with his mother, Judith M. Burrell, for whom the reporting person is attorney-in fact.

8,720,050 of the 26,032,120 Registered Shares reported are held in several Charitable Lead Annuity Trusts, over which Registered Shares the reporting person has the sole voting and dispositive power.

3,000,000 of the 26,032,120 Registered Shares reported are held in a Delaware limited liability company, over which Registered Shares the reporting person has the sole voting and dispositive power.

13,298,000 of the 26,032,120 Registered Shares reported are held in several Grantor Retained Annuity Trusts established by the reporting person's mother, over which Registered Shares the reporting person has the sole voting and dispositive power.

30,000 of the 26,032,120 Registered Shares reported are held in the reporting person's revocable trust, over which Registered Shares the reporting person has the sole voting and dispositive power.

(b)Percent of class:

13.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

25,048,050

(ii) Shared power to vote or to direct the vote:

984,070

(iii) Sole power to dispose or to direct the disposition of:

25,048,050

(iv) Shared power to dispose or to direct the disposition of:

984,070

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following. []

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

984,070 of the 26,032,120 Registered Shares reported are held by The Judith M. Burrell Revocable Trust, over which Registered Shares the reporting person shares voting and dispositive power with his mother, Judith M. Burrell, for whom the reporting person is attorney-in fact. This trust exists for the benefit of the reporting person's mother.

8,720,050 of the 26,032,120 Registered Shares reported are held in several charitable lead annuity trusts, over which Registered Shares the reporting person has the sole voting and dispositive power. These trusts exist to provide annuity payments to charity during the applicable 15-, 20- and 25-year annuity periods of the respective trusts, and thereafter will be for the benefit of the descendants of the reporting person's parents.

3,000,000 of the 26,032,120 Registered Shares reported are held in a Delaware limited liability company, of which the reporting person is the manager with sole voting and dispositive power over the Registered Shares. The sole members of the Delaware limited liability company are several charitable remainder unitrusts for which the reporting person serves as a co-trustee. The charitable remainder unitrusts are for the benefit of one or both of the reporting person's parents during their life or lives. Upon the death of the parent or surviving parent, the remaining assets of the trust will be distributed to charity.

CUSIP No. H2906T 109

Page 6 of
7 pages

13,298,000 of the 26,032,120 Registered Shares reported are held in several grantor retained annuity trusts established by the reporting person's mother, over which Registered Shares the reporting person has the sole voting and dispositive power. The grantor retained annuity trusts are for the benefit of the reporting person's mother during the two-year annuity period of the trusts, with any amounts remaining after distribution to the reporting person's mother being distributable to several remainder trusts for the benefit of certain descendants of the reporting person's parents.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

[Signature Page Follows]

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 6, 2018

/s/ Jonathan Burrell
Jonathan Burrell