

DADE BEHRING HOLDINGS INC

Form SC TO-T/A

October 25, 2007

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**AMENDMENT NO. 5 TO
SCHEDULE TO
(Rule 14d-100)
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**DADE BEHRING HOLDINGS, INC.
(Name of Subject Company (Issuer))**

**Belfast Merger Co.
an indirect, wholly-owned subsidiary of
Siemens Corporation
an indirect, wholly-owned subsidiary of
SIEMENS AKTIENGESELLSCHAFT
(Name of Filing Persons (Offeror))
Common Stock, \$0.01 par value
(Title of Class of Securities)
23342J206
(CUSIP Number of class of securities)**

**Kevin M. Royer
Siemens Corporation
153 East 53rd Street
New York, New York 10022
(212) 258-4000
(Name, Address and Telephone No. of Person Authorized to Receive
Notices and Communications on Behalf of Filing Persons)**

**with a copy to:
John A. Healy
Clifford Chance US LLP
31 West 52nd Street
New York, New York 10019
(212) 878-8000**

Calculation of Filing Fee

**Transaction Valuation
\$6,753,554,654**

**Amount of Filing Fee*
\$207,348**

* Previously paid.

o Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

þ 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: ☐

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AMENDMENT NO. 5 TO SCHEDULE TO

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on August 8, 2007 (the "Schedule TO"), relating to the offer by Belfast Merger Co., a Delaware corporation ("Purchaser"), which is an indirect, wholly-owned subsidiary of Siemens Corporation, a Delaware corporation ("Parent"), which is an indirect, wholly-owned subsidiary of Siemens Aktiengesellschaft, a corporation formed under the laws of the Federal Republic of Germany ("Siemens AG"), to purchase all of the outstanding shares of common stock, par value \$0.01 per share ("Common Stock"), of Dade Behring Holdings, Inc., a Delaware corporation (the "Company"), together with the associated rights to purchase shares of Series A Junior Participating Preferred Stock ("Rights") issued pursuant to the Rights Agreement, dated as of October 3, 2002, between the Company and Mellon Investor Services LLC, as Rights Agent (the Common Stock and the Rights together being referred to herein as the "Shares"), at a price of \$77.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 8, 2007 (the "Offer to Purchase"), and in the related Letter of Transmittal. Except as otherwise provided herein, this Amendment No. 5 does not modify any of the information previously reported on the Schedule TO.

The Schedule TO is hereby supplemented and/or amended as provided below.

Item 11. Additional Information.

Item 11 of the Schedule TO and the subsection entitled "EC Merger Control" in Section 15 of the Offer to Purchase, "Certain Legal Matters," are hereby amended and supplemented by adding the following:

On October 25, 2007, the European Commission cleared the proposed acquisition of the Company pursuant to the Offer and the Merger under the EC Merger Control Law. As a result, the Offer is compatible with the European common market and is allowed to proceed. Accordingly, the condition to the Offer relating to material clearance or approval required pursuant to the EC Merger Control Law has been satisfied.

The press release issued by Siemens AG announcing the European Commission's merger control approval is attached hereto as Exhibit (a)(12).

Item 11 of the Schedule TO is hereby further amended and supplemented by adding the following to the end thereof:

On October 16, 2007, Parent transferred all of the issued and outstanding capital stock of Purchaser to Siemens Medical Solutions USA, Inc., a wholly-owned subsidiary of Parent. None of the obligations of Parent or Purchaser relating to the Offer or the Merger Agreement is affected as a result of such transfer.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

(a)(12) Press release issued by Siemens AG on October 25, 2007.

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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.

Date: October 25, 2007

BELFAST MERGER CO.

/s/ E. Robert Lupone

Name: E. Robert Lupone
Title: Authorized Representative

/s/ Kenneth R. Meyers

Name: Kenneth R. Meyers
Title: Authorized Representative

SIEMENS CORPORATION

/s/ E. Robert Lupone

Name: E. Robert Lupone
Title: Senior Vice President, General Counsel and Secretary

/s/ Kenneth R. Meyers

Name: Kenneth R. Meyers
Title: Vice President, Mergers and Acquisitions

SIEMENS AKTIENGESELLSCHAFT

/s/ E. Robert Lupone

Name: E. Robert Lupone
Title: Authorized Representative

/s/ Kenneth R. Meyers

Name: Kenneth R. Meyers
Title: Authorized Representative

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EXHIBIT INDEX

Exhibit No.

- (a)(1) Offer to Purchase, dated August 8, 2007.*
- (a)(2) Form of Letter of Transmittal.*
- (a)(3) Form of Notice of Guaranteed Delivery.*
- (a)(4) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a)(5) Form of Letter to brokers, dealers, commercial banks, trust companies and other nominees.*
- (a)(6) Form of Letter to be used by brokers, dealers, commercial banks, trust companies and other nominees for their clients.*
- (a)(7) Summary newspaper advertisement published in *The Wall Street Journal* on August 8, 2007.*
- (a)(8) Press Release issued by Siemens AG on July 25, 2007 (incorporated by reference to Exhibit 99.1 filed under cover of Schedule TO by Siemens AG with the Securities and Exchange Commission on July 25, 2007).*
- (a)(9) Press Release issued by Parent on September 5, 2007.*
- (a)(10) Press release issued by Parent, dated September 24, 2007, announcing the termination of the waiting period under the HSR Act.*
- (a)(11) Press release issued by Siemens AG, dated September 26, 2007.*
- (a)(12) Press release issued by Siemens AG, dated October 25, 2007.
- (b) None.
- (d)(1) Agreement and Plan of Merger, dated as of July 25, 2007, by and among Parent, Purchaser and the Company (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on July 26, 2007).*
- (d)(2) Confidentiality Agreement, dated May 22, 2007, between Siemens Medical Solutions USA, Inc. and the Company.*
- (g) None.
- (h) None.

* Previously filed.