

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC TO-C

Written communication relating to an issuer or third party tender offer

Filing Date: **2006-08-03**  
SEC Accession No. **0000950157-06-000742**

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### SUBJECT COMPANY

#### ENDESA SA

CIK: **1046649** | IRS No.: **000000000** | State of Incorporation: **U3** | Fiscal Year End: **1231**  
Type: **SC TO-C** | Act: **34** | File No.: **005-80961** | Film No.: **061002995**  
SIC: **4911** Electric services

Mailing Address  
410 PARK AVE  
STE 410  
NEW YORK NY 10022

Business Address  
CALLE RIBERA DEL LOIRA 60  
MADRID U3 28042  
34-91-2131000

### FILED BY

#### E ON AG

CIK: **1136808** | IRS No.: **000000000**  
Type: **SC TO-C**  
SIC: **4900** Electric, gas & sanitary services

Mailing Address  
BENNIGSENPLATZ 1  
40474 DUSSELDORF GER

Business Address  
BENNIGSENPLATZ 1  
40474 DUSSELDORF GER A6  
99999999

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

**Schedule TO**

**Tender Offer Statement under Section 14(d)1  
of the Securities Exchange Act of 1934**

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**ENDESA, S.A.**

(Name of Subject Company (issuer))

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**E.ON Zwölfte Verwaltungs GmbH  
E.ON AG**

(Names of Filing Persons (offerors))

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**Ordinary shares, nominal value €1.20 each  
American Depositary Shares, each representing the right to receive one ordinary share**

(Titles of Classes of Securities)

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**Ordinary Shares, ISIN ES0130670112  
American Depositary Shares, CUSIP 00029274F1, ISIN US29258N1072**

(CUSIP and ISIN Numbers of Classes of Securities)

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**Mr. Karl-Heinz Feldmann  
Senior Vice President and General Counsel**

**E.ON AG**

**E.ON - Platz**

**D-40479 Düsseldorf, Germany**

**011 49-211-45 79-0**

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(Name, address and telephone number of  
person authorized to receive notices and communications on behalf of filing persons)

**Copy to:**

**Richard Hall, Mark I. Greene  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000**

## CALCULATION OF FILING FEE

### Transaction Valuation

Not Applicable\*

### Amount of Filing Fee

Not Applicable\*

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

- Check box if any part of the 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: N.A.

Form or Registration No.: N.A.

Filing Party: N.A.

Form: N.A.

Date Filed: N.A.

- 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 transactions to which the statement relates:

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

**Item 12. Exhibits.**

Item 12 is hereby amended and supplemented by adding thereto:

<b>Exhibit</b>	<b>Description</b>
<b>(a)(5)(EE)</b>	Hecho relevante (Relevant Fact).

**Exhibit Index.**

The Exhibit Index is hereby amended and supplemented by adding thereto:

<b>Exhibit</b>	<b>Description</b>
<b>(a)(5)(EE)</b>	Hecho relevante (Relevant Fact).



**E.ON Zwölfte Verwaltungs GmbH**

E.ON Zwölfte Verwaltungs GmbH (“**E.ON 12**”), in accordance with the provisions of Article 82 of Spanish Law 24/1988, of 28 July, on the Securities Market, and further to the press release made public yesterday, 1 August 2006, in connection with the resolution of Spain’s *Comisión Nacional de Energía* (the “**CNE**”) on the public tender offer for shares of Endesa, S.A. (“**Endesa**”) launched by E.ON 12 (the “**Offer**”), hereby informs the *Comisión Nacional del Mercado de Valores* and the public of the following

**RELEVANT NOTICE**

- I.** As it was made public yesterday, E.ON 12 has decided to file an appeal with Spain’s Ministry of Industry, Tourism and Trade against the resolution adopted by the CNE on 27 July 2006 authorizing the Offer subject to certain conditions. The appeal will be filed next week and will particularly address the conditions established by the CNE with regard to Endesa’s asset disposals.
- II.** The filing of the appeal does not imply at all that E.ON 12 withdraw the Offer. E.ON 12 maintain the Offer in the terms made public through the *Hechos Relevantes* released on 21 February and 3 July 2006.

Düsseldorf, 2 August 2006

E.ON Zwölfte Verwaltungs GmbH

By

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Dr. Frank Fischer