

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-07-01**
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SUBJECT COMPANY

GERBER PRODUCTS CO

CIK: **41130** | IRS No.: **380558270** | State of Incorp.: **MI** | Fiscal Year End: **0331**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-06579** | Film No.: **94537594**
SIC: **2030** Canned, frozen & preservd fruit, veg & food specialties

Mailing Address
445 STATE STREET
FREMONT MI 49413-0001

Business Address
445 STATE ST
FREMONT MI 49413
6169282000

FILED BY

SANDOZ LTD

CIK: **924074**
Type: **SC 14D1/A**

Business Address
608 5TH AVENUE
10TH FL
NEW YORK NY 10020

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

Tender Offer Statement
(Amendment No. 2)
Pursuant to Section 14(d) (1)
of the Securities Exchange Act of 1934

GERBER PRODUCTS COMPANY
(Name of Subject Company)

SL Sub Corp. and
Sandoz Ltd.
(Bidder)

Common Stock, \$2.50 par value
(including Preferred Stock Purchase Rights
issued with respect thereto)
(Title of Class of Securities)

373712 10 8
(CUSIP Number of Class of Securities)

Robert L. Thompson, Jr., Esq.
Sandoz Corporation
608 Fifth Avenue, 10th Floor
New York, New York 10020
Telephone: (212) 830-2401
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications on Behalf of Bidder)

Copy to:
David W. Heleniak, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000

This Amendment No. 2 to the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") relates to the offer by SL Sub Corp., a Delaware corporation ("Purchaser") and an indirect wholly owned subsidiary of Sandoz Ltd., a corporation organized under the laws of Switzerland ("Parent"), to purchase all outstanding shares of Common Stock, par value \$2.50 per share (the "Common Stock"), of Gerber Products Company, a Michigan corporation, and the associated preferred stock purchase rights issued pursuant to the Rights Agreement, dated as of July 25, 1990, as amended, between Gerber Products Company and Harris Trust and Savings Bank, as Rights Agent (together with the Common Stock, the "Shares"), at a price of \$53.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase, dated May 27, 1994 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which were filed as Exhibits (a) (1) and (a) (2), respectively, to the Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented as follows:

Purchaser has extended the Offer until 5:00 p.m., New York City time, on Wednesday, August 24, 1994. A press release issued by Parent on July 1, 1994 relating to the extension of the Offer is filed as Exhibit (a)(11) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended by adding the following Exhibit:

(a) (11) Press Release issued by Parent on July 1, 1994.

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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.

July 1, 1994

SL SUB CORP.

By /s/ ROBERT L. THOMPSON, JR.

Name: Robert L. Thompson, Jr.
Title: Vice President and
Secretary

SANDOZ LTD.

By /s/ MARC MORET

Name: Marc Moret
Title: Chairman of the Board

By /s/ ROLF W. SCHWEIZER

Name: Rolf W. Schweizer
Title: Chief Executive Officer

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EXHIBIT INDEX

<TABLE>
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EXHIBIT
NO.

<C> <S>
(a) (11) Press Release issued by Parent on July 1, 1994.
</TABLE>

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NUMBERING SYSTEM

<C>

FOR IMMEDIATE RELEASE

Contacts:

<TABLE>

<S>

THOMAS C. FRANCO
Broadgate Consultants, Inc.
(212) 229-2222

<C>

SANDOZ LTD.
Corporate Communications Dept.
011-41-61-324-9001

</TABLE>

SANDOZ EXTENDS TENDER OFFER FOR GERBER

New York, New York and Basle, Switzerland, July 1, 1994 -- Sandoz Ltd. announced today that it has extended its tender offer for Gerber Products Company until 5:00 p.m., New York City time, on Wednesday, August 24, 1994. While the offer remains subject to certain conditions, the only remaining regulatory condition is receipt of approval of the New York Superintendent of Insurance for the acquisition of control of Gerber Life Insurance Company, a subsidiary of Gerber.

Sandoz said that as of 5:00 p.m. on June 30, 1994, approximately 62,025,037 shares of Gerber common stock had been tendered into the offer and not withdrawn, of which approximately 10,270,978 were tendered pursuant to notices of guaranteed delivery.

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