

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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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.: **94546009**
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. 4 (Final Amendment))
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. 4 (Final Amendment) 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 (the "Company"), 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 (which together constitute the "Offer"), copies of which were filed as Exhibits (a) (1) and (a) (2), respectively, to the Schedule 14D-1.

ITEM 1. SECURITY AND SUBJECT COMPANY.

Item 1(b) is hereby amended and supplemented to read as follows:

The Company has advised Purchaser that as of August 18, 1994 69,626,655 Shares and options to purchase 1,606,924 Shares were issued and outstanding and 39,441 Shares were authorized to be issued under the Company's Stock Ownership Plan or predecessor plan. As a result, as of such date, the Minimum Condition would be satisfied if Purchaser acquired 35,636,511 Shares.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6 of the Schedule 14D-1 is hereby amended and supplemented as follows:

At 5:00 p.m., New York City time, on Wednesday, August 24, 1994, the Offer expired. Based on a preliminary count, approximately 69,081,714 Shares were tendered pursuant to the Offer, of which 5,019,384 were tendered pursuant to notices of guaranteed delivery. Such Shares (including Shares delivered pursuant to notices of guaranteed delivery) constituted approximately 99.2% of the outstanding Shares. On Wednesday, August 24, 1994, effective as of 5:01 p.m., all Shares validly tendered and not withdrawn prior to the expiration of the Offer were accepted for payment. A press release issued by Parent on August 25, 1994 announcing the expiration of the Offer and the acceptance of validly tendered Shares is attached hereto as Exhibit (a) (14) and is incorporated herein by reference.

ITEM 10. ADDITIONAL INFORMATION

Item 10(b) is hereby amended and supplement as follows:

On August 24, 1994, Purchaser received approval of the New York Superintendent of Insurance (the "Superintendent") for the Acquisition of Control of Gerber Life Insurance Company. A press release issued by Parent on August 24, 1994 relating to the approval of the Superintendent is filed as Exhibit (a) (15) 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) (14) Press Release issued by Parent on August 25, 1994.

(a) (15) Press Release issued by Parent on August 24, 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.

August 25, 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

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FOR IMMEDIATE RELEASE
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SANDOZ COMPLETES ACQUISITION OF GERBER

NEW YORK/BASEL, SWITZERLAND, August 25, 1994 -- Sandoz Ltd. (OTC:SDOZY) announced today it had completed its tender offer for Gerber Products Company.

The tender offer expired as scheduled at 5:00 p.m. New York City time, on Wednesday, August 24, 1994. Based on a preliminary count, 69,081,714 shares were tendered and accepted for payment, representing approximately 99.2% of the outstanding shares of common stock.

Gerber will immediately merge with a North American Sandoz subsidiary established for this purpose. After the merger, Sandoz will own 100% of Gerber. Shares of Gerber which were not tendered into the offer will be canceled and converted automatically into the right to receive \$53.00 per share in cash.

Sandoz, founded in 1886, discovers, develops, produces and markets products and services in pharmaceuticals, nutrition, seeds, chemicals and agro sectors, and in the construction & environment business. In 1993, Sandoz achieved sales of 15.1 Sfr. billion (\$10.3 billion) and net income of 1.7 Sfr. billion (\$1.2 billion).

With the \$3.7 billion acquisition of Gerber, Sandoz further strengthens its Nutrition division. Gerber had sales of \$1.2 billion in the fiscal year which ended in March 1994 (89% in North America), operating income of \$212 million and net income of \$127 million before restructuring charges.

Gerber for 65 years has been a major developer, manufacturer and marketer of baby food. In the U.S., Gerber is the leading baby food company with more than 70% of the market. The Company has a strong presence in Mexico, Puerto Rico and Central America, and employs 12,000 people worldwide.

Sandoz, which has operated in the U.S. for 75 years, employs approximately 11,000 people in its U.S. subsidiaries. Sandoz Ltd. ADRs (American Depositary Receipts) are traded in the OTC market under the symbol SDOZY.

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Contacts: Bjorn Edlund
Sandoz

Tim Croasdaile
Gerber

Thomas C. Franco
Broadgate Consultants,
Inc. for Sandoz
(212) 229-2222

011-41-61-324-9001

(616) 928-2718

FOR IMMEDIATE RELEASE

SANDOZ TO CLOSE TENDER OFFER FOR GERBER

NEW YORK, NY and BASEL, SWITZERLAND, August 24, 1994 -- Sandoz Ltd. (NASDAQ: SDOZY) announced today that it received the approval of the New York Superintendent of Insurance for the acquisition of control of Gerber Life Insurance Company, a wholly-owned subsidiary of Gerber Products Company (NYSE: GEB). Accordingly, Sandoz's tender offer to purchase all the outstanding shares of common stock of Gerber Products Company will expire today as scheduled at 5:00 pm, New York City Time.

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Contacts:	Bjorn Edlund Sandoz	Tim Croasdaile Gerber	Thomas C. Franco Broadgate Consultants, Inc. for Sandoz
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