

AnorMED Inc.
Form SC TO-T
October 05, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

ANORMED INC.

(Name of Subject Company (Issuer))

**MILLENNIUM PHARMACEUTICALS, INC.
SIDNEY ACQUISITIONS ULC**

(Names of Filing Persons (Offerors))

Common Shares, No Par Value

(Title of Class of Securities)

035910108

(CUSIP Number of Class of Securities)

**Deborah Dunsire
President and Chief Executive Officer
Millennium Pharmaceuticals, Inc.
40 Landsdowne Street,
Cambridge, Massachusetts 02139
(617) 679-7000**

*(Name, address and telephone number of person authorized to receive notices
and communications on behalf of Filing Persons)*

With a copy to:

**David E. Redlick
Michael J. LaCascia
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
(617) 526-6000**

CALCULATION OF FILING FEE

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Transaction Valuation*

Amount of Filing Fee**

\$532,046,580.00

\$56,928.99

*

Estimated solely for purposes of calculating amount of filing fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934. The transaction value is based upon the offer to purchase 44,337,215 outstanding common shares, no par value, of AnorMED Inc. for the expected consideration in the tender offer of \$12.00 per share. Such number of outstanding shares represents the total of 41,977,011 common shares outstanding as of September 28, 2006 and 2,360,204 common shares subject to options as of September 28, 2006.

**

The amount of filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 3 for fiscal year 2007 issued by the Securities and Exchange Commission on September 29, 2006. Such fee equals 0.0107% of the transaction value.

o

Check the 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

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

o

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

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This Tender Offer Statement on Schedule TO (this "Schedule TO") relates to a tender offer by Sidney Acquisitions ULC, a company incorporated under the laws of the Province of Alberta (the "Offeror") and an indirect wholly owned subsidiary of Millennium Pharmaceuticals, Inc., a Delaware corporation ("Parent"), to purchase all the outstanding common shares, no par value (the "Shares"), of AnorMED Inc., a Canadian corporation (the "Company"), including all Common Shares that may become outstanding after the date of the Offer on the exercise of outstanding stock options granted pursuant to the Company's stock option plans, at a purchase price of U.S.\$12.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase for Cash and Circular dated October 5, 2006 (the "Offer to Purchase" and the "Circular," respectively, and together, the "Offer to Purchase and Circular") and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase and Circular, as each may be amended and/or supplemented from time to time, constitute the "Offer"). This Schedule TO is being filed on behalf of the Offeror and Parent.

The information set forth in the Offer to Purchase and Circular and the Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1), is incorporated herein by reference in answers to Items 1 through 9 and Item 11 of this Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

Item 1. Summary Term Sheet.

The information set forth under "Summary Term Sheet" of the Offer to Purchase and Circular is incorporated herein by reference.

Item 2. Subject Company Information.

(a) AnorMED Inc., #200 - 20353 64th Avenue, Langley, British Columbia, Canada V2Y 1N5, (604) 530-1057.

(b) As of September 28, 2006, (ii) 41,977,011 common shares, no par value, of the Company were issued and outstanding and (ii) there were outstanding options issued under AnorMED's stock option plans providing for the issuance of an aggregate of 2,360,204 common shares upon the exercise thereof.

(c) The information set forth in the Circular under Section 8 ("AnorMED") under the captions "Share Capital" and "Price Ranges and Trading Volumes of Common Shares" is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a), (b) and (c)

Millennium Pharmaceuticals, Inc., 40 Landsdowne Street, Cambridge, Massachusetts 02139, (617) 679-7000.

Sidney Acquisitions ULC, 1900 First Canadian Centre, 350 - 7th Avenue S.W., Calgary, Alberta T2P 3N9, (403) 218-6200.

The information set forth in Section 7 of the Circular ("The Offeror and Millennium") and Schedule 1 to the Offer to Purchase and Circular ("Information Concerning the Directors and Executive Officers of the Offeror and Millennium") is incorporated herein by reference.

Item 4. Terms of the Transaction.

The following sections of the Offer to Purchase and Circular contain a description of the material terms of the transaction and are incorporated herein by reference:

"Summary Term Sheet";

"Summary";

Section 1 of the Offer to Purchase ("The Offer");

Section 2 of the Offer to Purchase ("Time For Acceptance");

Section 3 of the Offer to Purchase ("Manner of Acceptance");

Section 4 of the Offer to Purchase ("Conditions of the Offer");

Section 5 of the Offer to Purchase ("Extension and Variation of the Offer");

Section 6 of the Offer to Purchase ("Take Up and Payment for Deposited Common Shares");

Section 7 of the Offer to Purchase ("Withdrawal of Deposited Common Shares");

Section 8 of the Offer to Purchase ("Return of Common Shares");

Section 9 of the Offer to Purchase ("Changes in Capitalization, Distributions and Liens");

Section 10 of the Offer to Purchase ("Mail Service Interruption");

Section 11 of the Offer to Purchase ("Notice");

Section 12 of the Offer to Purchase ("Market Purchases");

Section 13 of the Offer to Purchase ("Other Terms of the Offer");

Section 5 of the Circular ("Purpose of the Offer and the Offeror's Plans for AnorMED");

Section 8 of the Circular ("AnorMED");

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Section 14 of the Circular ("Effect of the Offer on Markets for the Common Shares and Stock Exchange Listings");

Section 17 of the Circular ("United States Federal Income Tax Consequences"); and

Section 18 of the Circular ("Canadian Federal Income Tax Consequences").

Item 5. *Past Contacts, Transactions, Negotiations and Agreements.*

(a) Other than the transactions described in Item 5(b) below, during the past two years neither Millennium, the Offeror nor, to the best knowledge of Millennium and the Offeror, any of the persons listed in Schedule 1 to the Offer to Purchase and Circular ("Information Concerning the Directors and Executive Officers of the Offeror and Millennium") has entered into any transaction with the Company or any of the Company's affiliates that are not natural persons, or has entered into any transaction or series of similar transactions with any executive officer, director or affiliate of the Company that is a natural person with an aggregate value that exceeds \$60,000.

(b) The information set forth in Section 1 of the Circular ("Background to the Offer"), Section 2 of the Circular ("Support Agreement"), Section 3 of the Circular ("Shareholder Support Agreements"), and Section 13 of the Circular ("Arrangements, Agreements or Understandings") is incorporated herein by reference.

Item 6. *Purposes of the Transaction and Plans or Proposals.*

The information set forth in Section 2 of the Circular ("Support Agreement"), Section 3 of the Circular ("Shareholder Support Agreements"), Section 5 of the Circular ("Purpose of the Offer and the Offeror's Plans for AnorMED"), Section 9 of the Circular ("Acquisition of Common Shares Not Deposited"), and Section 14 of the Circular ("Effect of the Offer on Markets for the Common Shares and Stock Exchange Listings") is incorporated herein by reference.

Item 7. *Source and Amount of Funds or Other Consideration.*

(a), (b) and (d)

The information set forth in Section 6 of the Circular ("Source of Funds") is incorporated herein by reference.

Item 8. *Interest in Securities of the Subject Company.*

The information set forth in Section 10 of the Circular ("Holdings of Securities of AnorMED") and Section 11 of the Circular ("Trading in Securities of AnorMED") is incorporated herein by reference.

Item 9. *Persons/Assets, Retained, Employed, Compensated or Used.*

The information set forth in Section 21 of the Circular ("Depository, U.S. Forwarding Agent, Dealer Managers and Information Agent") is incorporated herein by reference.

Item 10. *Financial Statements.*

Not applicable.

Item 11. *Additional Information.*

The information set forth in Section 14 of the Circular ("Effect of the Offer on Markets for the Common Shares and Stock Exchange Listings"), Section 16 of the Circular ("Regulatory Matters") and Section 21 of the Circular ("Depository, U.S. Forwarding Agent, Dealer Managers and Information Agent") is incorporated herein by reference.

Item 12. *Exhibits.*

See Exhibit Index immediately following the signature page.

Item 13. *Information Required by Schedule 13E-3.*

Not applicable.

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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.

MILLENNIUM PHARMACEUTICALS, INC.

Date: October 5, 2006

By: /s/ DEBORAH DUNSIRE

Name: Deborah Dunsire
Title: President and Chief Executive Officer

SIDNEY ACQUISITIONS ULC

Date: October 5, 2006

By: /s/ DEBORAH DUNSIRE

Name: Deborah Dunsire
Title: President and Chief Executive Officer

Exhibit Index

- (a)(1) Offer to Purchase for Cash and Circular dated October 5, 2006.
 - (a)(2) Form of Letter of Transmittal.
 - (a)(3) Form of Notice of Guaranteed Delivery.
 - (a)(4) Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
 - (a)(5) Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
 - (a)(6) Form of Guidelines for Certification of Foreign Status of Beneficial Owner for United States Tax Withholding on Form W-8BEN.
 - (a)(7) Press Release issued by Millennium Pharmaceuticals, Inc. on September 26, 2006 (Incorporated herein by reference to the Tender Offer Statement on Schedule TO filed by Millennium Pharmaceuticals, Inc. on September 26, 2006).
 - (a)(8) Script of Conference Call held by Millennium Pharmaceuticals, Inc. on September 26, 2006 (Incorporated herein by reference to the Tender Offer Statement on Schedule TO filed by Millennium Pharmaceuticals, Inc. on September 27, 2006).
 - (a)(9) The Current Report on Form 8-K filed by Millennium Pharmaceuticals, Inc. on October 2, 2006 (including as Exhibit 10.1 thereto the Support Agreement by and among Millennium Pharmaceuticals, Inc. and AnorMED Inc., dated September 26, 2006, and as Exhibit 10.2 thereto the Shareholder Support Agreement by and among Millennium Pharmaceuticals, Inc. and Specified Shareholders of AnorMED Inc., dated September 26, 2006) is incorporated herein by reference.
 - (a)(10) Summary Advertisement published in the Globe and Mail on October 5, 2006.
 - (a)(11) Summary Advertisement to be published in the Wall Street Journal on October 6, 2006.
 - (b) Not Applicable.
 - (d) Not Applicable.
 - (g) Not Applicable.
 - (h) Not Applicable.
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SIGNATURE

Exhibit Index