

ILLUMINA INC
Form SC TO-T/A
April 06, 2012

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

(Amendment No. 20)

ILLUMINA, INC.
(Name of Subject Company)
CKH ACQUISITION CORPORATION
ROCHE HOLDING LTD
(Names of Filing Persons — Offeror)

Common Stock, Par Value \$0.01 Per Share
(including the associated preferred stock purchase rights)

(Title of Class of Securities)

—————
452327109
(Cusip Number of Class of Securities)

Beat Kraehenmann
Roche Holding Ltd
Grenzacherstrasse 124
CH-4070 Basel
Switzerland
Telephone: +41-61-688-4111
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copies to:

Marc O. Williams
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee**

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\$7,584,496,365

\$869,183.28

*Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of all 122,327,021 shares of common stock of Illumina all 10,238,771 shares of common stock of Illumina subject to issuance pursuant to options, all 3,300,661 shares of common stock of Illumina subject to issuance pursuant to outstanding restricted stock units and approximately 12,849,162 shares of common stock of Illumina subject to issuance upon conversion of Illumina's outstanding convertible notes, each as of January 31, 2012 as set forth in Illumina's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission on February 7, 2012.

**The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by .00011460.

R 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:
Form or Registration No.:
\$753,976.85
SC TO-T

F i l i n g Party:
Date Filed: January 27, 2012
CKH Acquisition Corporation

Amount Previously Paid:
Form or Registration No.:
\$115,206.43
SC TO-T/A

F i l i n g Party:
Date Filed: March 29, 2012
CKH Acquisition Corporation

£ 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:

R 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.

Check the following box if the filing is a final amendment reporting the results of the tender offer. £

This Amendment No. 20 to the Tender Offer Statement on Schedule TO amends and supplements the statement (as amended, the "Schedule TO") originally filed on January 27, 2012 by CKH Acquisition Corporation (the "Purchaser"), a Delaware corporation and an indirect wholly owned subsidiary of Roche Holding Ltd, a joint stock company organized under the laws of Switzerland. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (together with the associated preferred stock purchase rights, the "Shares"), of Illumina, Inc., a Delaware corporation, at \$51.00 per Sh are, net to the seller in cash, without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 27, 2012 (the "Offer to Purchase"), and in the related Letter of Transmittal, copies of which are attached to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated herein by reference in response to all of the items of the Schedule TO, except as otherwise set forth below.

Item 12. Exhibits.

Item 12 is hereby amended and supplemented with the following information:

(a)(5)(xxxi)

Press Release issued by Roche Holding Ltd, dated April 6, 2012.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: April 6, 2012

CKH ACQUISITION CORPORATION

By: /s/ Bruce Resnick
Name: Bruce Resnick
Title: President

ROCHE HOLDING LTD

By: /s/ Dr. Gottlieb Keller
Name: Gottlieb Keller
Title: Authorized Signatory

By: /s/ Dr. Beat Kraehenmann
Name: Beat Kraehenmann
Title: Authorized Signatory

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|---|
| (a)(1)(i) | Offer to Purchase dated January 27, 2012.* |
| (a)(1)(ii) | Letter of Transmittal (including the Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).* |
| (a)(1)(iii) | Notice of Guaranteed Delivery.* |
| (a)(1)(iv) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(v) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(vi) | Summary Advertisement dated January 27, 2012.* |
| (a)(5)(i) | Press Release issued by Roche Holding Ltd, dated January 27, 2012.* |
| (a)(5)(ii) | Roche Memorandum to Global Sales Teams, dated January 27, 2012.* |
| (a)(5)(iii) | Transcript of Video Message to Roche Employees, dated January 30, 2012.* |
| (a)(5)(iv) | Press Release issued by Roche Holding Ltd, dated January 31, 2012.* |
| (a)(5)(v) | Press Release issued by Roche Holding Ltd, dated February 1, 2012.* |
| (a)(5)(vi) | Transcript of Roche Holding AG Earnings Call dated February 1, 2012.* |
| (a)(5)(vii) | Transcript of Roche Holding AG Earnings Call dated February 3, 2012.* |
| (a)(5)(viii) | Transcript of Roche Investors/Analysts Conference London Diagnostics Session 1, dated February 1, 2012.* |
| (a)(5)(ix) | Transcript of Roche Investors/Analysts Conference London Diagnostics Session 2, dated February 1, 2012.* |
| (a)(5)(x) | Transcript of Roche Investors/Analysts Conference London Strategy & Finance Session 1, dated February 1, 2012.* |
| (a)(5)(xi) | Transcript of Roche Investors/Analysts Conference London Strategy & Finance Session 2, dated February 1, 2012.* |
| (a)(5)(xii) | Press Release issued by Roche Holding Ltd, dated February 8, 2012.* |
| (a)(5)(xiii) | Transcript of Roche Investors/Analysts Conference New York Strategy & Finance, dated February 3, 2012.* |
| (a)(5)(xiv) | Transcript of Roche Investors/Analysts Conference New York Diagnostics, dated February 3, 2012.* |
| (a)(5)(xv) | Transcript of Roche Annual Media Conference, dated February 1, 2012.* |
| (a)(5)(xvi) | Press Release issued by Roche Holding Ltd, dated February 27, 2012.* |
| (a)(5)(xvii) | Investor Presentation, dated February 2012.* |
| (a)(5)(xviii) | 2012 Annual General Meeting Press Release issued by Roche Holding Ltd, dated March 6, 2012.* |
| (a)(5)(xix) | 2012 Annual General Meeting Address given by Franz B. Humer, dated March 6, 2012.* |
| (a)(5)(xx) | 2012 Annual General Meeting Address given by Severin Schwan, dated March 6, 2012.* |
| (a)(5)(xxi) | Press Release issued by Roche Holding Ltd, dated March 13, 2012.* |
| (a)(5)(xxii) | Press Release issued by Roche Holding Ltd, dated March 20, 2012.* |
| (a)(5)(xxiii) | Letter to Illumina shareholders from Severin Schwan, dated March 20, 2012.* |
| (a)(5)(xxiv) | Press Release issued by Roche Holding Ltd, dated March 26, 2012.* |
| (a)(5)(xxv) | Press Release issued by Roche Holding Ltd, dated March 29, 2012.* |
| (a)(5)(xxvi) | Investor Presentation, dated March 2012.* |
| (a)(5)(xxvii) | Press Release issued by Roche Holding Ltd, dated April 3, 2012.* |
| (a)(5)(xxviii) | Response to Illumina's Key Claims, dated April 2012.* |
| (a)(5)(xxix) | Investor Presentation, dated April 2012.* |
| (a)(5)(xxx) | Press Release issued by Roche Holding Ltd, dated April 4, 2012.* |
| (a)(5)(xxxi) | Press Release issued by Roche Holding Ltd, dated April 6, 2012.* |

- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

Exhibit (a)(5)(xxxi)
Media Release

Basel, 6 April 2012

Roche disappointed with ISS recommendation
Urges Illumina shareholders to vote the GOLD proxy card

Roche (SIX: RO, ROG; OTCQX: RHHBY) released the following statement in response to a report issued by Institutional Shareholder Services (“ISS”) recommending that shareholders of Illumina, Inc. (NASDAQ: ILMN) vote against the election of Roche’s independent director nominees to Illumina’s Board of Directors:

“While we are disappointed that ISS has recommended that Illumina shareholders vote against our director nominees at the Illumina annual meeting, we are pleased that ISS noted that ‘Roche would seem to be an excellent partner for Illumina as the sequencing industry grows more intertwined with new drug development.’ ISS also noted that the key to Illumina’s valuation falls in its commercialization strategy – a strategy that has not been tested but is an area in which we believe Roche could provide significant expertise,” said Severin Schwan, CEO of Roche Group.

Schwan continued, “We respectfully challenge ISS’ assertion that our current ‘bid does not provide a compelling starting point for negotiations.’ Our goal has always been to enter into a negotiated transaction with Illumina and we firmly believe that our present offer is more than adequate to serve as a basis for negotiation with Illumina. We remain willing to consider additional value if given the opportunity to enter discussions and perform due diligence. We expect that Illumina shareholders will support this objective and vote for our director nominees at the upcoming Illumina annual meeting.”

About the Offer

On January 27, 2012, Roche commenced a tender offer to acquire all outstanding shares of Illumina for \$44.50 per share in cash and increased its offer on March 29, 2012 to \$51.00 per share in cash for an aggregate of approximately \$6.8 billion on a fully diluted basis. The increased offer represents a substantial premium to Illumina’s unaffected market prices: a premium of 88% over Illumina’s closing stock price on December 21, 2011 – the day before market rumors about a potential transaction between Roche and Illumina drove Illumina’s stock price significantly higher – and an 84% premium over the one-month

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1/3

historical average and a 64% premium over the three-month historical average of Illumina's share price, both as of December 21, 2011.

In addition to its cash tender offer, Roche has nominated a slate of highly qualified, independent candidates for election to Illumina's Board of Directors and proposed certain other matters for the consideration of Illumina's shareholders at Illumina's 2012 annual meeting, which if adopted, would result in Roche-nominated directors comprising a majority of the Illumina board.

About Roche

Headquartered in Basel, Switzerland, Roche is a leader in research-focused healthcare with combined strengths in pharmaceuticals and diagnostics. Roche is the world's largest biotech company with truly differentiated medicines in oncology, virology, inflammation, metabolism and CNS. Roche is also the world leader in in-vitro diagnostics, tissue-based cancer diagnostics and a pioneer in diabetes management. Roche's personalized healthcare strategy aims at providing medicines and diagnostic tools that enable tangible improvements in the health, quality of life and survival of patients. In 2011, Roche had over 80'000 employees worldwide and invested over 8 billion Swiss francs in R&D. The Group posted sales of 42.5 billion Swiss francs. Genentech, United States, is a wholly owned member of the Roche Group. Roche has a majority stake in Chugai Pharmaceutical, Japan. For more information: www.roche.com.

All trademarks used or mentioned in this release are protected by law.

Additional information

Additional detail regarding the offer can be found on www.transactioninfo.com/Roche.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

THIS ANNOUNCEMENT CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS MAY BE IDENTIFIED BY WORDS SUCH AS “BELIEVES”, “EXPECTS”, “ANTICIPATES”, “PROJECTS”, “INTENDS”, “SHOULD”, “SEEKS”, “ESTIMATES”, “FUTURE” OR SIMILAR EXPRESSIONS OR BY DISCUSSION OF, AMONG OTHER THINGS, STRATEGY, GOALS, PLANS OR INTENTIONS. VARIOUS FACTORS MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY IN THE FUTURE FROM THOSE REFLECTED IN FORWARD-LOOKING STATEMENTS CONTAINED IN THIS DOCUMENT, AMONG OTHERS: (1) ECONOMIC AND CURRENCY CONDITIONS; (2) COMPETITIVE AND TECHNOLOGICAL FACTORS; AND (3) RISKS AND UNCERTAINTIES RELATING TO THE PROPOSED TRANSACTION.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ILLUMINA COMMON STOCK. THE TENDER OFFER IS BEING MADE PURSUANT TO A TENDER OFFER STATEMENT ON SCHEDULE TO (INCLUDING THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND OTHER RELATED TENDER OFFER MATERIALS) FILED BY ROCHE WITH THE SECURITIES AND EXCHANGE COMMISSION (SEC) ON JANUARY 27, 2012. THESE MATERIALS, AS THEY MAY BE AMENDED FROM TIME TO TIME, CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE OFFER, THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS AND OTHER DOCUMENTS FILED BY ROCHE WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV. THE OFFER TO PURCHASE AND RELATED MATERIALS MAY ALSO BE OBTAINED FOR FREE BY CONTACTING THE INFORMATION AGENT FOR THE TENDER OFFER, MACKENZIE PARTNERS, AT (212) 929-5500 OR (800) 322-2885 (TOLL-FREE).

ROCHE HAS FILED A PROXY STATEMENT ON SCHEDULE 14A AND OTHER RELEVANT DOCUMENTS WITH THE SEC IN CONNECTION WITH ITS SOLICITATION OF PROXIES FOR THE 2012 ANNUAL MEETING OF ILLUMINA (THE “PROXY STATEMENT”). ROCHE HAS MAILED THE PROXY STATEMENT AND A PROXY CARD TO EACH ILLUMINA STOCKHOLDER ENTITLED TO VOTE AT THE 2012 ANNUAL MEETING. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT CAREFULLY AND IN ITS ENTIRETY AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION. INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE MATERIALS AND OTHER DOCUMENTS FILED BY ROCHE WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV. THE PROXY STATEMENT AND RELATED MATERIALS MAY ALSO BE OBTAINED FOR FREE BY CONTACTING THE INFORMATION AGENT FOR THE TENDER OFFER, MACKENZIE PARTNERS, AT (212) 929-5500 OR (800) 322-2885 (TOLL-FREE).

ROCHE HOLDING LTD, CKH ACQUISITION CORPORATION AND THE INDIVIDUALS NOMINATED BY CKH ACQUISITION CORPORATION FOR ELECTION TO ILLUMINA’S BOARD OF DIRECTORS (THE “ROCHE NOMINEES”) MAY BE DEEMED TO BE PARTICIPANTS IN THE SOLICITATION OF PROXIES FROM ILLUMINA STOCKHOLDERS FOR USE AT THE 2012 ANNUAL MEETING OF STOCKHOLDERS, OR AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF. INFORMATION REGARDING THE

DIRECTORS AND EXECUTIVE OFFICERS OF ROCHE HOLDING LTD AND CKH ACQUISITION CORPORATION WHO MAY BE PARTICIPANTS IN THE SOLICITATION OF PROXIES CAN BE FOUND IN THE DEFINITIVE PROXY STATEMENT. NO ADDITIONAL COMPENSATION WILL BE PAID TO SUCH DIRECTORS AND EXECUTIVE OFFICERS FOR SUCH SERVICES. INVESTORS AND SECURITY HOLDERS CAN OBTAIN ADDITIONAL INFORMATION REGARDING THE DIRECT AND INDIRECT INTERESTS OF THE ROCHE NOMINEES AND OTHER PARTICIPANTS BY READING THE DEFINITIVE PROXY STATEMENT.

3/3