

CLARIANT, INC
Form SC TO-T/A
November 10, 2010

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

SCHEDULE TO

Amendment No. 2

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934.**

CLARIANT, INC.

(Name of Subject Company (Issuer))

CRANE MERGER SUB, INC.

(Offeror)

An Indirect Wholly-Owned Subsidiary of

GENERAL ELECTRIC COMPANY

(Names of Filing Persons (Parent of Offeror))

Common Stock, Par Value \$0.01 Per Share

Series A Convertible Preferred Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

Common Stock:

18048910

180RESTR

Series A Convertible Preferred Stock:

N/A

(CUSIP Number of Class of Securities)

Keith W. Newman

General Counsel

GE Healthcare

Pollards Wood

Nightingales Lane

Chalfont St. Giles HP8 4SP England

Telephone: +44 1494 544000

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

Copies to:

David J. Zampa

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One South Dearborn Street

Chicago, Illinois 60603

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CALCULATION OF FILING FEE

Transaction Valuation(1)
\$593,084,640

Amount of Filing Fee(2)
\$42,287

- (1) Estimated for purposes of calculating the amount of the filing fee only. The Transaction Valuation was calculated on the basis of (a) 118,616,928 shares of common stock of Clariant, Inc., a Delaware corporation (the Company), par value \$0.01 per share (the Common Shares), the estimated maximum number of Common Shares that may be acquired in this tender offer (representing as of October 19, 2010 (i) 88,635,606 Common Shares issued and outstanding, (ii) 8,199,523 Common Shares issuable upon the exercise of outstanding options, (iii) 21,052,632 Common Shares issuable upon conversion of 5,263,158 shares of Series A Convertible Preferred Stock of the Company, par value \$0.01 per share and (iv) 729,167 Common Shares issuable upon the exercise of outstanding warrants), multiplied by (b) the Common Share offer price of \$5.00 per Common Share.
- (2) The filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the transaction value by 0.0000713.
- x 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: \$42,287
Form or Registration No.: Schedule TO
Filing Party: General Electric Company and Crane Merger Sub, Inc.
Date Filed: November 5, 2010

- .. 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:

x 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: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

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- “ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- “ Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this Amendment) is filed by (i) Crane Merger Sub, Inc., a Delaware corporation (the Purchaser) and an indirect, wholly owned subsidiary of General Electric Company, a New York corporation (Parent), and (ii) Parent. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 5, 2010 (together with any amendments and supplements thereto, the Schedule TO) and relates to the offer by the Purchaser (the Offer) to purchase (x) all outstanding shares of common stock of Clariant, Inc., a Delaware corporation (the Company), par value \$0.01 per share (the Common Shares) at a price of \$5.00 per Common Share in cash and (y) all outstanding shares of Series A Convertible Preferred Stock of the Company, par value \$0.01 per share (the Preferred Shares) and together with the Common Shares, the Shares) at a price of \$20.00 per Preferred Share in cash, in each case without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 5, 2010 and the related Letter of Transmittal (together with any amendments and supplements thereto, the Offer to Purchase).

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

Items 1 through 11.

On November 9, 2010, Parent delivered a presentation to its investors. Certain excerpts from the transcript of the presentation, which relate to the Company and/or the Offer, are filed as Exhibit (a)(5)(F) to this Amendment and are incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(F) Excerpts from Transcript of Investor Update Presentation by John Dineen et al. on November 9, 2010.

SIGNATURES

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.

Date: November 10, 2010

CRANE MERGER SUB, INC.

By: /s/ Michael A. Jones
Name: Michael A. Jones
Title: President

Date: November 10, 2010

GENERAL ELECTRIC COMPANY

By: /s/ Michael A. Jones
Name: Michael A. Jones
Title: Vice President, Business Development

GE Healthcare