

GENZYME CORP  
Form SC TO-T  
October 04, 2010

**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**

**GENZYME CORPORATION**

(Name of Subject Company (Issuer))

**GC MERGER CORP.**

**SANOFI-AVENTIS**

(Offerors)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**Common Stock, \$0.01 par value**

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(Title of Class of Securities)

372917104

(CUSIP Number of Class of Securities)

**Karen Linehan**

**Senior Vice President Legal Affairs and General Counsel**

**Sanofi-Aventis**

**174, avenue de France**

**75013 Paris, France**

**Telephone: +33 1 53 77 40 00**

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

*Copy to:*

**Michael J. Aiello, Esq.**

**Weil, Gotshal & Manges LLP**

**767 Fifth Avenue**

**New York, NY 10153**

**(212) 310-8000**

**CALCULATION OF FILING FEE**

**Transaction Valuation(1)**  
\$18,351,638,353

**Amount of Filing Fee(2)**  
\$1,308,472

- (1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by adding: (i) the product of (x) 254,839,847 (the number of shares of common stock of the subject company ( Shares ) issued and outstanding as of July 31, 2010) and (y) \$69.00 (the per Share offer price); and (ii) the product of (x) 37,230,306 (the number of Shares issuable upon exercise of outstanding options, warrants and rights as of December 31, 2009) and (y) \$20.62 (the difference between the \$69.00 per Share offer price and \$48.38, the weighted-average exercise price of such options, warrants and rights). The number of outstanding Shares is reported in the subject company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, and the number and weighted-average exercise

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price of the subject company's options, warrants and rights is reported in the subject company's Definitive Proxy Statement filed April 26, 2010.

- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 by multiplying the transaction value by 0.00007130.
- .. 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: None  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

- .. 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:

- 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 Tender Offer Statement on Schedule TO (which, together with any amendments and supplements hereto, collectively constitute this Schedule TO ) is filed by (i) GC Merger Corp., a Massachusetts corporation (the Purchaser ), and a wholly-owned subsidiary of Sanofi-Aventis, a French *société anonyme* ( Parent ) and (ii) Parent. This Schedule TO relates to the offer (the Offer ) by the Purchaser to purchase all of the outstanding shares of common stock, \$0.01 par value per share (the Shares ), of Genzyme Corporation, a Massachusetts corporation ( Genzyme ), at a purchase price of \$69.00 per Share (the Offer Price ) net to the sellers in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 4, 2010 (which, together with any amendments and supplements thereto, collectively constitute the Offer to Purchase ) and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A) and (a)(1)(B) (which, together with any amendments or supplements thereto, collectively constitute the Offer ).

**Item 1. Summary Term Sheet.**

The information set forth in the section of the Offer to Purchase entitled Summary Term Sheet is incorporated herein by reference.

**Item 2. Subject Company Information.**

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is Genzyme Corporation, a Massachusetts corporation. Genzyme's principal executive offices are located at 500 Kendall Street, Cambridge, Massachusetts 02142. Genzyme's telephone number at such address is (617) 252-7500.

(b) This Schedule TO relates to the outstanding shares of common stock, \$0.01 par value per share, of Genzyme. There were (i) 254,839,847 shares of common stock of Genzyme issued and outstanding as of July 31, 2010, as reported in Genzyme's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 and (ii) outstanding options to purchase approximately 37,230,306 Shares of common stock of Genzyme as of December 31, 2009, as reported in Genzyme's Definitive Proxy Statement filed April 26, 2010.

(c) The information set forth in the section in the Offer to Purchase entitled Price Range of Shares; Dividends is incorporated herein by reference.

**Item 3. Identity and Background of Filing Person.**

This Schedule TO is filed by Parent and the Purchaser. The information set forth in the section of the Offer to Purchase entitled Certain Information Concerning Parent, the Purchaser and Certain Related Persons and in Schedule I is incorporated herein by reference.

**Item 4. Terms of the Transaction.**

The information set forth in the Offer to Purchase is incorporated herein by reference.

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

The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Certain Information Concerning Parent, the Purchaser and Certain Related Persons, Background of the Offer; Past Contacts or Negotiations with Genzyme and Purpose of the Offer; Plans for Genzyme; Statutory Requirements; Approval of the Proposed Merger; Appraisal Rights, respectively, is incorporated herein by reference.

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

The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet, Introduction, Price Range of Shares; Dividends, Certain Effects of the Offer and Purpose of the Offer; Plans for Genzyme; Statutory Requirements; Approval of the Proposed Merger; Appraisal Rights, respectively, is incorporated herein by reference.

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

The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet and Source and Amount of Funds, respectively, is incorporated herein by reference. The Offer is not conditioned upon any financing arrangements.

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

The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet and Certain Information Concerning Parent, the Purchaser and Certain Related Persons, respectively, is incorporated herein by reference.

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

The information set forth in the section of the Offer to Purchase entitled Fees and Expenses is incorporated herein by reference.

**Item 10. Financial Statements.**

Not applicable.

**Item 11. Additional Information.**

(a)(1) The information set forth in the sections of the Offer to Purchase entitled Certain Information Concerning Parent, the Purchaser and Certain Related Persons, Background of the Offer; Past Contacts or Negotiations with Genzyme, and Purpose of the Offer; Plans for Genzyme; Statutory Requirements; Approval of the Proposed Merger; Appraisal Rights, respectively, is incorporated herein by reference.

(a)(2) The information set forth in the sections of the Offer to Purchase entitled Purpose of the Offer; Plans for Genzyme; Statutory Requirements; Approval of the Proposed Merger; Appraisal Rights, Certain Conditions of the Offer and Certain Legal Matters; Regulatory Approvals, respectively, is incorporated herein by reference.

(a)(3) The information set forth in the sections of the Offer to Purchase entitled Certain Conditions of the Offer and Certain Legal Matters; Regulatory Approvals, respectively, is incorporated herein by reference.

(a)(4) The information set forth in the section of the Offer to Purchase entitled Certain Effects of the Offer is incorporated herein by reference.

(a)(5) The information set forth in the section of the Offer to Purchase entitled Certain Legal Matters; Regulatory Approvals, is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase is incorporated herein by reference.

**Item 12. Exhibits.**

| <b>Exhibit</b> | <b>Exhibit Name</b>   |
|----------------|---|
| (a)(1)(A)      | Offer to Purchase dated October 4, 2010.*   |
| (a)(1)(B)      | Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9).*   |
| (a)(1)(C)      | Notice of Guaranteed Delivery.*   |
| (a)(1)(D)      | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*  |
| (a)(1)(E)      | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*   |
| (a)(1)(F)      | Form of Summary Advertisement as published on October 4, 2010 in <i>The Wall Street Journal</i> .   |
| (a)(5)(A)      | Press Release issued by Sanofi-Aventis on October 4, 2010.  |
| (a)(5)(B)      | English Translation of Summary Description of the Offer's Main Terms and Conditions published in France by Sanofi-Aventis on October 4, 2010.   |
| (b)(A)         | Facilities Agreement, dated October 2, 2010, by and among Sanofi-Aventis, BNP Paribas, J.P. Morgan plc and Société Générale Corporate & Investment Banking acting as Initial Mandated Lead Arrangers, Société Générale acting as Facilities Agent, the Companies listed as Additional Borrowers thereto and the Financial Institutions included as Lenders therein. |
| (d)            | Not applicable.   |
| (g)            | Not applicable.   |
| (h)            | Not applicable.   |

\* Included in mailing to shareholders.

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

Not applicable.

**SIGNATURE**

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

SANOFI-AVENTIS

By: /s/ CHRISTOPHER VIEHBACHER  
Name: **Christopher Viehbacher**  
Title: **Chief Executive Officer**

GC MERGER CORP.

By: /s/ KAREN LINEHAN  
Name: **Karen Linehan**  
Title: **Authorized Signatory**

Date: October 4, 2010

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