

ALCATEL LUCENT  
Form SC TO-T/A  
December 02, 2015

**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. 2)**

**ALCATEL LUCENT**  
**(Name of Subject Company (issuer))**  
**NOKIA CORPORATION**  
**(Name of Filing Person (offeror))**

**Ordinary Shares**  
**(Title of Class of Securities)**  
**ISIN No. FR0000130007**  
**(CUSIP Number of Class of Securities)**

**American Depositary Shares (each representing one Ordinary Share)**

**(Title of Class of Securities)**

**013904305**

**(CUSIP Number of Class of Securities)**

**Copies to:**

|  |  |
|--|--|
| <b>Riikka Tieaho</b>                   | <b>Scott V. Simpson</b>                                  |
| <b>Vice President, Corporate Legal</b> | <b>Michal Berkner</b>                                    |
| <b>Nokia Corporation</b>               | <b>Skadden, Arps, Slate, Meagher &amp; Flom (UK) LLP</b> |
| <b>Karaportti 3</b>                    | <b>40 Bank Street</b>                                    |
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| <b>Finland</b>                         | <b>United Kingdom</b>                                    |
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**CALCULATION OF FILING FEE**

|                               |                               |
|-------------------------------|-------------------------------|
| <b>Transaction valuation*</b> | <b>Amount of filing fee**</b> |
| \$4 145 668 508               | \$415 271.61                  |

\* For purposes of calculating the filing fee only. This amount is based upon the market value of the securities to be acquired in the U.S. Offer (as defined below) and was calculated as the sum of (a) the product of (i) 589 280 298 Alcatel Lucent ordinary shares, nominal value EUR 0.05 per share, estimated to be held by U.S. holders and (ii) the average of the high and low sales prices of Alcatel Lucent ordinary shares reported on Euronext Paris on November 13, 2015 (converted into U.S. Dollars on the basis of an exchange rate of EUR 1.00 = \$1.0722, which was the Federal Reserve Bank of New York noon buying rate on that date) and (b) the product of (i) 472 058 361 Alcatel Lucent American depositary shares estimated to be outstanding and the average of the high and low sales prices of Alcatel Lucent American depositary shares reported on the New York Stock Exchange on November 13, 2015.

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\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals \$100.70 per \$1 million of the value of the Alcatel Lucent ordinary shares subject to the U.S. Offer (including Alcatel Lucent ordinary shares underlying all of Alcatel Lucent's outstanding American depositary shares) proposed to be acquired.

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:   | \$435,497.29 | Filing Party: | Nokia Corporation |
| Form or Registration No.: | 333-206365   | Date Filed:   | November 13, 2015 |

.. Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which this 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:

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

This Amendment No. 2 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 18, 2015 (as amended and together with any subsequent amendments and supplements thereto, the Schedule TO ) by Nokia Corporation ( Nokia ), a Finnish corporation. The Schedule TO relates to Nokia's offer to:

all U.S. holders (within the meaning of Rule 14d-1(d) under the U.S. Securities Exchange Act of 1934 (the Exchange Act )) of outstanding ordinary shares, nominal value EUR 0.05 per share (the Alcatel Lucent Shares ) of Alcatel Lucent, a French *société anonyme* ( Alcatel Lucent ),

all holders of outstanding Alcatel Lucent American depositary shares, each representing one Alcatel Lucent Share (the Alcatel Lucent ADSs ), wherever located, and

all U.S. holders of outstanding (i) EUR 628 946 424.00 Alcatel Lucent bonds convertible into new Alcatel Lucent Shares or exchangeable for existing Alcatel Lucent Shares due on July 1, 2018 (the 2018 OCEANEs ), (ii) EUR 688 425 000.00 Alcatel Lucent bonds convertible into new Alcatel Lucent Shares or exchangeable for existing Alcatel Lucent Shares due on January 30, 2019 (the 2019 OCEANEs ) and (iii) EUR 460 289 979.90 Alcatel Lucent bonds convertible into new Alcatel Lucent Shares or exchangeable for existing Alcatel Lucent Shares due on January 30, 2020 (the 2020 OCEANEs ) and, together with the 2018 OCEANEs and the 2019 OCEANEs, the OCEANEs ) and, together with the Alcatel Lucent Shares and the Alcatel Lucent ADSs, the Alcatel Lucent Securities ) (the U.S. Offer ).

Holders of Alcatel Lucent ADSs located outside of the United States may participate in the U.S. Offer only to the extent the local laws and regulations applicable to those holders permit them to participate in the U.S. Offer. Holders of Alcatel Lucent Securities who are restricted from participating in the U.S. Offer pursuant to the Sanctions (as defined in the Exchange Offer/Prospectus) may not participate in the U.S. Offer.

This offer is being made on the terms and subject to the conditions set forth in the exchange offer/prospectus, dated November 12, 2015 (the Exchange Offer/Prospectus ) attached hereto as Exhibit (a)(4) and incorporated herein by reference, and the related Letter of Transmittal for Certificated Alcatel Lucent ADSs, Letter of Transmittal for Book-Entry Only Alcatel Lucent ADSs and Notice of Guaranteed Delivery, attached hereto as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively, and incorporated herein by reference. Concurrently with the U.S. Offer, Nokia is also making, on substantially similar terms and subject to the same conditions a French offer (the French Offer ) and, together with the U.S. Offer, the Exchange Offer ) open to all holders of Alcatel Lucent Shares who are located in France. Holders of Alcatel Lucent Shares located outside of France may not participate in the French Offer except if, pursuant to the local laws and regulations applicable to those holders, they are permitted to participate in the French Offer. Together, the U.S. Offer and the French Offer are being made for all the outstanding Alcatel Lucent Shares, including Alcatel Lucent Shares represented by Alcatel Lucent ADSs and OCEANEs.

All capitalized terms used in this Amendment No. 2 and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

**ITEM 12. EXHIBITS**

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

- (a)(5)(iii) Press Release Announcing Results of the Nokia Emergency General Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 2, 2015)
- (d) Memorandum of Understanding, dated as of April 15, 2015, by and between Nokia Corporation and Alcatel Lucent S.A., as amended (incorporated herein by reference to Exhibits 2.1 and 2.2 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))

**SIGNATURES**

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

**NOKIA CORPORATION**

By: /s/ Riikka Tieaho  
Name: Riikka Tieaho  
Title: Vice President, Corporate Legal

By: /s/ Kristian Pullola  
Name: Kristian Pullola  
Title: Senior Vice President, Corporate  
Controller

December 2, 2015

**EXHIBIT INDEX**

- (a)(1)(i) Form of Letter of Transmittal for Certificated Alcatel Lucent ADSs
- (a)(1)(ii) Form of Letter of Transmittal for book-entry only Alcatel Lucent ADSs (incorporated herein by reference to Exhibit 99.2 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
- (a)(1)(iii) Notice of Guaranteed Delivery (Alcatel Lucent ADSs) (incorporated herein by reference to Exhibit 99.3 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
- (a)(1)(iv) Letter to Clients (incorporated herein by reference to Exhibit 99.4 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
- (a)(1)(v) Letter to Brokers (incorporated herein by reference to Exhibit 99.5 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
- (a)(2) None
- (a)(3) Not applicable
- (a)(4) Exchange Offer/Prospectus, dated November 12, 2015 (incorporated herein by reference to the Registration Statement on Form F-4 filed by Nokia (File No: 333-206365))
- (a)(5)(i) Press release announcing the Exchange Offer for Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
- (a)(5)(ii) Nokia / Alcatel Lucent Factsheet (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
- (a)(5)(iii) Speech by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
- (a)(5)(iv) Speech by Risto Siilasmaa, Chairman of the board of directors of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
- (a)(5)(v) Presentation on Nokia / Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(vi) Innovation presentation on Nokia / Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(vii) Transcript of Press Conference Call (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(viii) Transcript of Town Hall Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(ix) Transcript of Press Conference in Paris (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(x) Transcript of Call with Employees (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(xi) Transcript of Speech to Employees by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
- (a)(5)(xii)

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Senior Leader Key Messages (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)

(a)(5)(xiii) Employee FAQ (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)



- (a)(5)(xiv) Press release Announcing Jorg Erlemeier Appointed Integration Planning Head (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 20, 2015)
- (a)(5)(xv) Transcript of Speech by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 20, 2015)
- (a)(5)(xvi) Investor Relations Script for Q1 Results (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 30, 2015)
- (a)(5)(xvii) Transcript of Speech by Rajeev Suri, President and CEO of Nokia, at Annual General Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on May 5, 2015)
- (a)(5)(xviii) Investor Q&A (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on June 15, 2015)
- (a)(5)(xix) Investor Q&A (process and technical) (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on June 15, 2015)
- (a)(5)(xx) Press Release Announcing U.S. Department of Justice Permission (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on June 17, 2015)
- (a)(5)(xxi) Press Release Announcing European Commission Approval (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on July 24, 2015)
- (a)(5)(xxii) SEC Form F-4 Filing Q&A (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on August 14, 2015)
- (a)(5)(xxiii) Press Release Announcing Form F-4 Filing (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on August 14, 2015)
- (a)(5)(xxiv) Press Release Announcing Signing of Memorandum of Understanding to Combine Nokia China and Alcatel Lucent Shanghai Bell (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on August 28, 2015)
- (a)(5)(xxv) Press Release Announcing Committee on Foreign Investment in the United States Approval (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 14, 2015)
- (a)(5)(xxvi) Senior Leaders Letter (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 16, 2015)
- (a)(5)(xxvii) Press Release Announcing Affirmation of Nokia's Commitment to Innovation in France (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 23, 2015)
- (a)(5)(xxviii) Overview of Nokia's Commitment to Innovation in France (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 23, 2015)
- (a)(5)(xxix) Convertible Bond Q&A (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 29, 2015)
- (a)(5)(xxx) Press Release Announcing Planned Leadership and Organizational Structure for Combined Company (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 7, 2015)

- (a)(5)(xxxix) Press Release Announcing Clearance from China's Ministry of Commerce (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 20, 2015)
- (a)(5)(xxxviii) Press Release Announcing Receipt of All Regulatory Approvals (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 21, 2015)
- (a)(5)(xxxvii) Press Release Announcing Convening of Nokia's Extraordinary General Meeting and Reiterating Unanimous Recommendation (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 22, 2015)
- (a)(5)(xxxvi) Press Release Announcing Finnish Financial Supervisory Authority Approval of Listing Prospectus (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 23, 2015)
- (a)(5)(xxxv) English Language Finnish Listing Prospectus (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 26, 2015)
- (a)(5)(xxxiv) Nokia Extraordinary General Meeting 2015 Proxy Materials (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 27, 2015)
- (a)(5)(xxxiii) Press Release Announcing Optimization of Capital Structure and Planned Public Exchange Offer for Alcatel Lucent Securities (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 29, 2015)
- (a)(5)(xxxii) Press Release Announcing Filing of Draft Public Exchange Offer Document with French Stock Market Authority (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 29, 2015)
- (a)(5)(xxxix) Press Release Announcing French Stock Market Approval of Nokia's Public Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 12, 2015)
- (a)(5)(xxxviii) Presentation to Industry Analysts (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 12, 2015)
- (a)(5)(xxxvii) Offer Document Prepared by Nokia Corporation (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 13, 2015)
- (a)(5)(xxxvi) Press Release Announcing Supplement to Finnish Listing Prospectus (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 16, 2015)
- (a)(5)(xxxv) Presentation to Investors (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 16, 2015)
- (a)(5)(xxxiv) Press Release Announcing Filing of the Other Information Document, Publication of the Timetable for the Exchange Offer and Approval of Nokia's Listing on Euronext Paris (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 17, 2015)
- (a)(5)(xxxiii) Other Information Document Prepared by Nokia Corporation (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 17, 2015)
- (a)(5)(xxxii) English Language Finnish Listing Prospectus Supplement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 17, 2015)



- (a)(5)(xxxvii) Press Release Announcing the Launch of the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(xxxviii) Summary Offer Document Advertisement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(xxxix) Digital Awareness Advertisement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(l) Banner Advertisement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(li) Transcript of Press Conference Call (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(lii) Press Release Announcing Results of the Nokia Emergency General Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 2, 2015)
- (b) None
- (d) Memorandum of Understanding, dated as of April 15, 2015, by and between Nokia Corporation and Alcatel Lucent S.A., as amended (incorporated herein by reference to Exhibits 2.1 and 2.2 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
- (g) None
- (h) None