

GENENCOR INTERNATIONAL INC
Form SC 14D9/A
April 20, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

AMENDMENT NO. 7
TO
SCHEDULE 14D-9
(Rule 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT PURSUANT TO
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

Genencor International, Inc.

(Name of Subject Company)

Genencor International, Inc.

(Name of Person Filing Statement)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

368709 10 1

(CUSIP Number of Class of Securities)

Jean-Jacques Bienaimé
Chairman, Chief Executive Officer and President
Genencor International, Inc.
925 Page Mill Road
Palo Alto, California 94304
(650) 846-7500

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Person Filing Statement)

Copies to:

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

This Amendment No. 7 amends and supplements the Schedule 14D-9 initially filed with the SEC on February 15, 2005, as amended by Amendment No. 1 on March 9, 2005, by Amendment No. 2 on March 17, 2005, by Amendment No. 3 on March 22, 2005, by Amendment No. 4 on March 25, 2005, by Amendment No. 5 on April 5, 2005 and by Amendment No. 6 on April 15, 2005 (the "Schedule 14D-9"), relating to the tender offer by DH Subsidiary Inc. ("Acquisition Sub"), a Delaware corporation and indirect wholly-owned subsidiary of Danisco A/S, a Danish corporation ("Danisco"), to purchase all of the outstanding shares of Genencor common stock, \$0.01 par value per share (the "Shares") not owned by Danisco and its subsidiaries, for a purchase price of \$19.25 per Share, net to each selling stockholder in cash, without interest thereon, upon the terms and subject to the conditions set forth in Danisco's Offer to Purchase dated February 15, 2005, as supplemented on March 9, 2005 (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal" which together with the Offer to Purchase, as amended and supplemented from time to time, constitute the "Offer"). Copies of the Offer to Purchase, the Letter of Transmittal and the supplement to the Offer to Purchase were filed as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(xiv), respectively, to the Schedule TO (as defined below). Danisco, Acquisition Sub, Danisco Holding USA Inc. and A/S PSE 38 nr. 2024 filed a Tender Offer Statement on Schedule TO relating to the Offer on February 15, 2005, as amended by Amendment No. 1 on March 9, 2005, by Amendment No. 2 on March 17, 2005, by Amendment No. 3 on March 22, 2005, by Amendment No. 4 on March 25, 2005, by Amendment No. 5 on April 5, 2005, by Amendment No. 6 on April 15, 2005 and by Amendment No. 7 on April 20, 2005 (the "Schedule TO").

Item 2. Identity and Background of the Filing Persons

Tender Offer.

The following is added after the last paragraph under this heading (on page 2):

On April 20, 2005, Danisco announced the successful conclusion of the Offer. The Offer expired at 5:00 p.m. New York City time on April 19, 2005. Danisco has been advised by Deutsche Bank Trust Company Americas, the Depository for the Offer, that at expiration of the Offer, approximately 8,670,529 Shares had been validly tendered and not withdrawn pursuant to the offer, and notices of guaranteed delivery had been submitted for an additional 394,691 Shares. Excluding Shares held by Danisco and its affiliates, Shares held by Eastman and its affiliates, and Shares held by officers and directors of Genencor and their respective affiliates, the tendered Shares and noticed Shares represent approximately 89.5% of the outstanding shares, which satisfies the majority of the minority condition of the Offer. All validly tendered Shares have been, and noticed Shares will be, accepted for purchase and payment in accordance with the terms of the Offer, and payment for such shares is expected to be made promptly. Together with the Shares that Danisco already owns and the Shares that Danisco will acquire from Eastman under the Stock

Purchase Agreement, the tendered Shares and noticed Shares represent approximately 98.2% of the total outstanding Shares.

Item 9. Exhibits.

The following exhibit is filed herewith or incorporated by reference herein:

Exhibit	Description
(a)(1)(xiv)	Press release issued by Danisco A/S, dated April 20, 2005 (incorporated by reference to Exhibit (a)(1)(xix) of the Schedule TO).

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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.

GENENCOR INTERNATIONAL, INC.

/s/ Margaret A. Horn

By: Margaret A. Horn
Senior Vice President,
General Counsel

Dated: April 20, 2005

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