

ALCATEL LUCENT  
Form SC 14D9/A  
November 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(RULE 14d-101)**

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

**Amendment No. 2 to**

**Alcatel Lucent**

**(Name of Subject Company)**

**Alcatel Lucent**

**(Name of Persons Filing Statement)**

**Ordinary shares, nominal value EUR 0.05 per ordinary share**

**American Depositary Shares, each representing one ordinary share, nominal value EUR 0.05 per ordinary share**

Edgar Filing: ALCATEL LUCENT - Form SC 14D9/A

(Title of Class of Securities)

**FR0000130007 013904305**

(CUSIP Number of Class of Securities)

**Jean Raby**

**Chief Financial and Legal Officer**

**Alcatel Lucent**

**148/152 Route de la Reine**

**92100 Boulogne-Billancourt**

**France**

**Telephone Number +33 (1) 55 14 10 10**

**Facsimile Number +33 (1) 55 14 14 05**

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

*With copies to:*

**Gauthier Blanluet**

**Sullivan & Cromwell LLP**

**24, rue Jean-Goujon**

**75008 Paris**

**France**

**Facsimile Number +33 (1) 73 04 10 10**

**Richard C. Morrissey**

**Sullivan & Cromwell LLP**

**1 New Fetter Lane**

**London EC4A 1AN**

**United Kingdom**

**Facsimile Number +44 (0) 20 7959 8950**

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



This Amendment No. 2 (this **Amendment** ) supplements Item 9 (but no other Items) of the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the U.S. Securities and Exchange Commission (the **SEC** ) on November 18, 2015, and as amended on November 19, 2015 (the **Schedule 14D-9** ), by Alcatel Lucent, a French *société anonyme* ( **Alcatel Lucent** ). The Schedule 14D-9 relates to an exchange offer comprised of two offers (separately, the **U.S. Offer** and the **French Offer** and collectively, the **Exchange Offer** ) by Nokia Corporation, a Finnish Corporation ( **Nokia** ), as disclosed in the Tender Offer Statement on Schedule TO (together with the exhibits thereto, as amended, the **Schedule TO** ), filed by Nokia with the SEC on November 18, 2015, the date of the Schedule 14D-9.

**Item 9. Exhibits**

Item 9 of the Schedule 14D-9 is hereby supplemented:

**Exhibit**

<b>No.</b>	<b>Description</b>
(a)(49)	Homepage Banner Ads (incorporated by reference to the filing under Rule 425 with the SEC by Alcatel Lucent on November 23, 2015)

**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.

**ALCATEL LUCENT**

Date: November 23, 2015

By: /s/ Jean Raby

Name: Jean Raby

Title: Chief Financial and Legal Officer