

SYBRON DENTAL SPECIALTIES INC
Form SC TO-T
April 18, 2006

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

Sybron Dental Specialties, Inc.

(Name of Subject Company)

Smile Acquisition Corp.

Danaher Corporation

(Name of Filing Person Offeror)

Common Stock, Par Value \$0.01 Per Share

(Including the Associated Preferred Stock Purchase Rights)

(Title of Class of Securities)

871142105

(CUSIP Number of Class of Securities)

Daniel L. Comas

Executive Vice President and Chief Financial Officer

Danaher Corporation

2099 Pennsylvania Avenue, NW

12th Floor

Washington, D.C. 20006

(202) 828-0850

(Name, Address and Telephone Number of Person Authorized)

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to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Trevor S. Norwitz, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

Telephone: (212) 403-1000

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee |
|------------------------|----------------------|
| \$2,046,908,434 | \$219,019 |

* Based on the offer to purchase all of the outstanding shares of common stock of Sybron Dental Specialties, Inc. at a purchase price of \$47.00 cash per share and 40,553,055 shares issued and outstanding, and outstanding options with respect to 7,085,691 shares, in each case as of March 31, 2006.

.. 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 or Registration No.: Not applicable.
Filing Party: Not applicable.
Date Filed: Not applicable.

.. 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: ..

This Tender Offer Statement on Schedule TO is filed by Danaher Corporation, a Delaware corporation (Danaher), and Smile Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Danaher (the Purchaser). This Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share, including associated preferred stock purchase rights (the Shares), of Sybron Dental Specialties, Inc., a Delaware corporation (Sybron) at \$47.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 18, 2006 (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), respectively (which, together with any amendments or supplements thereto, collectively constitute the Offer). Pursuant to General Instruction F to Schedule TO, the information set forth in the Offer to Purchase and in the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and 11 of this Schedule TO. The Agreement and Plan of Merger, dated as of April 12, 2006, among Sybron, Danaher and the Purchaser, a copy of which is attached hereto as Exhibit (d)(1) hereto and the Confidentiality Agreement, dated as of March 13, 2006, between Danaher and Sybron, a copy of which is attached as Exhibit (d)(2) hereto, are incorporated herein by reference with respect to Items 5 and 11 of Schedule TO.

Item 3. Identity and Background of Filing Person.

None of Danaher, the Purchaser or, to the best knowledge of such corporations, any of the persons listed on Schedule I to the Offer of Purchase, has during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws or finding any violation of such laws.

Item 10. Financial Statements of Certain Bidders.

Not applicable.

Item 12. Exhibits.

- (a)(1)(A) Offer to Purchase, dated April 18, 2006.
- (a)(1)(B) Form of Letter of Transmittal.
- (a)(1)(C) Form of Notice of Guaranteed Delivery.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(A) Text of press release issued by Danaher dated April 12, 2006.
- (a)(5)(B) Form of summary advertisement dated April 18, 2006.
- (b) None.
- (d)(1) Agreement and Plan of Merger, dated as of April 12, 2006, between Danaher, the Purchaser and Sybron.
- (d)(2) Confidentiality Agreement, dated as of March 13, 2006, between Danaher and Sybron.
- (g) None.
- (h) Not applicable.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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.

Dated: April 18, 2006

SMILE ACQUISITION CORP.

By

Name: Daniel L. Comas

Title: President

DANAHER CORPORATION

By

Name: Daniel L. Comas

Title: Executive Vice President & Chief Financial
Officer

EXHIBIT INDEX

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