

SYNGENTA AG
Form 6-K
November 01, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of November, 2016

Commission File Number: 001-15152

SYNGENTA AG

(Translation of registrant's name into English)

Schwarzwaldallee 215

4058 Basel

Switzerland

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F X Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No X

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No X

Re: SYNGENTA AG

**“Extension of the Main Offer Period of the Public Tender Offer by CNAC Saturn (NL) B.V. for all
Disclosure: publicly held registered shares with a nominal value of CHF 0.10 each of Syngenta AG, Basel,
Switzerland until January 5, 2017, 4:00 p.m. CET”**

Herewith we furnish a notice related to Syngenta AG. The full text of the notice is the following:

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Extension of the Main Offer Period

of the

Public Tender Offer

by

CNAC Saturn (NL) B.V.

for all publicly held registered shares with a nominal value of

CHF 0.10 each

of

Syngenta AG, Basel, Switzerland

until

January 5, 2017, 4:00 p.m. CET

| Syngenta AG | Swiss securities number | ISIN | Ticker symbol |
|---|-------------------------|-----------------|---------------|
| Registered shares not tendered (first trading line) | 1 103 746 | CH001 103 746 9 | SYNN |
| Registered shares tendered during the Main Offer Period (second trading line) | 31 612 454 | CH031 612 454 1 | SYNNE |
| Registered shares tendered during the Main Offer Period (third line - not traded, for USD/CHF Conversion Facility) | 31 631 324 | CH031 631 324 3 | - |

I. Background

On March 8, 2016, CNAC Saturn (NL) B.V., a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands, having its corporate seat in Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 65434552 (the **Offeror**), published a public tender offer (the **Offer**) for all publicly held registered shares of Syngenta AG with a nominal value of CHF 0.10 each (each a **Syngenta Share**) pursuant to, and subject to the terms and conditions and the restrictions set forth in, the offer prospectus of the same date (the **Offer Prospectus**).

This notice of extension (this **Notice**) and any prior notices of extension published in connection with the Offer form an integral part of the Offer Prospectus. Other than as set forth herein, the Offer Prospectus remains valid and unchanged, and continues to be in force and effect. Capitalized terms used and not defined herein have the meaning ascribed to them in the Offer Prospectus.

The Offeror is simultaneously conducting the U.S. Offer, which is, subject to requirements imposed by the law or by authorities, in all material respects subject to the same terms and conditions as the Offer. Accordingly, the offer period of the U.S. Offer will be extended concurrently with the present extension of the Main Offer Period pursuant to separate U.S. Offer documentation.

II. Extension of the Main Offer Period

In accordance with the extension relief described in Section B.5 of the Offer Prospectus, the Offeror extended the Initial Main Offer Period on May 17, 2016, for a first time until July 18, 2016; on July 11, 2016, for a second time until September 13, 2016; and on September 6, 2016, for a third time until November 8, 2016, 4:00 p.m. CET (the **Previous Extension Period**). In accordance with the additional frame for extensions granted by the Swiss Takeover Board with decision of October 31, 2016, reproduced below in Section III.1 (together with the extension relief described in Section B.5 of the Offer Prospectus, the **Extension Relief**), the Offeror hereby extends the Main Offer Period further by a period of 40 (forty) Trading Days (the **Fourth Extension Period**). The Fourth Extension Period will commence on November 9, 2016, and end on January 5, 2017, 4:00 p.m. CET.

This extension is consistent with the expectation that extensions to the Offer are expected to occur until all conditions to the Offer are satisfied, including obtaining all applicable regulatory approvals.

In accordance with the Extension Relief, the Offeror reserves the right to further extend the Main Offer Period once or several times until April 28, 2017 (the **Extension End Date**). Any such further extension of the Main Offer Period will be published no later than before the start of trading on the last Trading Day of the Fourth Extension Period or, if applicable, of any subsequent relevant Extension Period.

The Offeror furthermore reserves the right to extend the Main Offer Period once or several times, subject to the approval of the TOB, beyond the Extension End Date.

III. Decision of the Swiss Takeover Board

On October 31, 2016, the TOB issued the following decision:

CNAC Saturn (NL) B.V. is herewith permitted, until April 28, 2017, to extend the main offer period by no more than 40 trading days each by publishing a notice, in each case before the start of trading on the last trading day of the (potentially extended) main offer period at the latest, provided that an extension is necessary for the co-ordination with the public tender offer launched in accordance with U.S. law.

It is declared that the exemptions and relief granted by Decision 624/01 of February 2, 2016, *in re Syngenta AG* and by Decision 624/02 of March 7, 2016, *in re Syngenta AG* as well as the declarations made in such decisions will also apply in the event of an extension of the main offer period in accordance with Clause 1 of the operative part of this decision.

3. It is declared

that for purposes of the principle of equal treatment and the best price rule, in the event that CNAC Saturn (NL) B.V. or parties acting in concert with it purchase shares in Syngenta AG outside the offer and/or after settlement against CHF, the USD-CHF spot rate (mean exchange rate) available in the respective trading system at the time of entry of the respective purchase order shall be relevant and

^{3/4} that such purchases do not have the effect that the recipients of the offer have to be offered anything else than the offer price in USD.

4. The other motions are rejected to the extent they are admissible.

5. CNAC Saturn (NL) B.V. shall publish the operative part of this decision. This decision will be published on the website of the Takeover Board on the same day.

6. The fee chargeable to CNAC Saturn (NL) B.V. is CHF 25,000."

IV. Publication

This Notice will be published on November 1, 2016, before the opening of trading on SIX on <http://www.chemchina.com/press> and submitted in electronic form to the major Swiss media, the major news agencies active in Switzerland, the major electronic media which distribute stock exchange information and the TOB.

V. Applicable Law and Jurisdiction

The Offer, including this Notice (and any prior notice of extension in connection with the Offer), and all rights and obligations arising thereunder or in connection therewith, shall be governed by, and construed in accordance with, substantive **Swiss law**. The exclusive place of jurisdiction shall be the **city of Zurich**, Switzerland.

VI. Indicative Timetable*

| | |
|------------------|--|
| November 8, 2016 | End of the Previous Extension Period |
| November 9, 2016 | Start of the Fourth Extension Period |
| January 5, 2017 | End of the Fourth Extension Period |
| to be determined | Potential further Extension Periods |
| X - (max.) 20 TD | Notice of Last Extension Period and of End of Main Offer Period* |
| | End of Main Offer Period* |

X

Closing of the second trading line on SIX for tendered Syngenta Shares*

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| | |
|---------|---|
| X+1 TD | Provisional notice of the interim results of the Offer* |
| X+4 TD | Definitive notice of the interim results of the Offer* |
| X+5 TD | Start of the Additional Acceptance Period* |
| X+8 TD | Payment of Special Dividend* |
| X+9 TD | First Settlement* |
| X+14 TD | End of the Additional Acceptance Period* |
| X+15 TD | Provisional notice of the end results of the Offer* |
| X+18 TD | Definitive notice of the end results of the Offer* |

X+20 TD Second Settlement*

In this indicative timetable, the abbreviation "TD" means a Trading Day. The Offeror reserves the right to extend the
*Main Offer Period once or several times, under the Extension Relief and/or, subject to the approval of the TOB,
beyond the Extension End Date. In addition, the Offeror reserves the right to postpone the Settlement of the Offer
pursuant to Section B.8(3) of the Offer Prospectus.

Date of this Notice: November 1, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNGENTA AG

Date: November 1, 2016 By: /s/ Brigitte Benz
Name: Brigitte Benz
Title: Head Shareholder Services & Group Administration

By: /s/ Dr. Tobias Meili
Name: Dr. Tobias Meili
Title: Head Corporate Legal Affairs