

CENTERPULSE LTD
Form SC 14D9/A
September 12, 2003

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-9/A
(RULE 14D-101)

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

AMENDMENT NO. 9

CENTERPULSE LTD.
(NAME OF SUBJECT COMPANY)

CENTERPULSE LTD.
(NAME OF PERSON FILING STATEMENT)

REGISTERED SHARES, PAR VALUE CHF 30 PER SHARE, INCLUDING SHARES
REPRESENTED BY AMERICAN DEPOSITARY SHARES
(TITLE AND CLASS OF SECURITIES)

NOT APPLICABLE*
(CUSIP NUMBER OF CLASS OF SECURITIES)

DR. MAX LINK
CHAIRMAN OF THE BOARD OF DIRECTORS
AND CHIEF EXECUTIVE OFFICER
CENTERPULSE LTD.
ANDREASSTRASSE 15
CH-8050, ZURICH
SWITZERLAND
+41-1-306-9696

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

COPY TO:

ELLEN J. ODONER, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153
(212) 310-8000

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 * There is no CUSIP Number assigned to the Registered Shares. CUSIP No. 152005104 has been assigned to the American Depositary Shares of Centerpulse Ltd. that are quoted on the New York Stock Exchange under the symbol "CEP". CUSIP No. 152005203 has been assigned to the American Depositary Shares of Centerpulse Ltd. that were issued pursuant to a restricted ADR facility and are not publicly traded.

CHECK THE BOX IF THE FILING RELATES SOLELY TO PRELIMINARY COMMUNICATIONS MADE BEFORE THE COMMENCEMENT OF A TENDER OFFER.
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This constitutes Amendment No. 9 to the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the "SEC") on July 2, 2003 (as previously amended, the "Schedule 14D-9") by Centerpulse Ltd., a corporation organized under the laws of Switzerland ("Centerpulse" or the "Company"), relating to the exchange offer by Zimmer Holdings, Inc., a Delaware corporation ("Zimmer"), being made pursuant to the Prospectus, dated June 19, 2003, forming a part of Zimmer's Registration Statement (No. 333-105561) on Form S-4 filed with the SEC.

The information in the Schedule 14D-9 is hereby expressly incorporated by reference, except as otherwise set forth below.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6 is hereby amended and supplemented by adding the following table at the end of the first table thereof:

| NAME | DATE | WEIGHTED AVERAGE EXERCISE ----- PRICE ----- |
|----------------------|-------------------|--|
| ---- | ---- | ----- |
| David Floyd | September 3, 2003 | \$8.12 per Centerpulse ADS |
| Richard Fritschi | September 1, 2003 | CHF 201 per Centerpulse Share |
| | September 2, 2003 | CHF 146 per Centerpulse Share |
| Steffen Gay | September 2, 2003 | CHF 77 per Centerpulse Share |
| Steven Hanson | September 2, 2003 | \$9.89 per Centerpulse ADS |
| Urs Kamber | September 2, 2003 | CHF 147 per Centerpulse Share |
| Max Link | September 3, 2003 | CHF 179 per Centerpulse Share |
| Matthias Moelleney | September 2, 2003 | CHF 147 per Centerpulse Share |
| Hans Rudolf Schuerch | September 2, 2003 | CHF 197 per Centerpulse Share |
| Christian Stambach | September 2, 2003 | CHF 147 per Centerpulse Share |
| Beatrice Tschanz | September 2, 2003 | CHF 151 per Centerpulse Share |
| Thomas Zehnder | August 29, 2003 | CHF 76 per Centerpulse Share |
| | September 2, 2003 | CHF 157 per Centerpulse Share |

Item 6 is hereby amended and supplemented by adding the following table at the end of the second table thereof:

| NAME | DATE | WEIGHTED AVERAGE SALE PRICE ----- | NUMBER ----- |
|------------------|-------------------|--------------------------------------|-----------------|
| ---- | ---- | ----- | ----- |
| David Floyd | September 3, 2003 | \$27.87 per Centerpulse ADS | 45,360 |
| Richard Fritschi | September 1, 2003 | CHF 385 per Centerpulse Share | 2,790 |
| | September 2, 2003 | CHF 393 per Centerpulse Share | 5,405 |
| Steffen Gay | September 2, 2003 | CHF 393 per Centerpulse Share | 344 |
| Steven Hanson | September 2, 2003 | \$27.93 per Centerpulse ADS | 47,250 |
| Urs Kamber | September 2, 2003 | CHF 393 per Centerpulse Share | 18,500 |

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| | | | |
|----------------------|-------------------|-------------------------------|-------|
| Max Link | September 3, 2003 | CHF 398 per Centerpulse Share | 2,653 |
| Matthias Moelleney | September 2, 2003 | CHF 393 per Centerpulse Share | 3,750 |
| Hans Rudolf Schuerch | September 2, 2003 | CHF 393 per Centerpulse Share | 1,708 |
| Christian Stambach | September 2, 2003 | CHF 393 per Centerpulse Share | 1,500 |
| Beatrice Tschanz | September 2, 2003 | CHF 393 per Centerpulse Share | 9,375 |
| Thomas Zehnder | August 29, 2003 | CHF 383 per Centerpulse Share | 250 |
| | September 2, 2003 | CHF 393 per Centerpulse Share | 8,750 |

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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.

CENTERPULSE, LTD.

By:/s/ Max Link

Max Link
Chairman and Chief Executive Officer

By:/s/ Urs Kamber

Urs Kamber
Chief Financial Officer

Dated: September 12, 2003

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