

SCHERING AKTIENGESELLSCHAFT  
Form SC TO-C  
March 27, 2006

As filed with the Securities and Exchange Commission on March 24, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE TO**

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) of the Securities

Exchange Act of 1934

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**Schering AG**

*(Name of Subject Company (issuer))*

**Dritte BV GmbH**

**Bayer Aktiengesellschaft**

*(Name of Filing Persons (offerors))*

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**Ordinary Shares,**

**no par value**

*(Title of Class of Securities)*

**DE0007172009**

*(CUSIP Number of Class of Securities)*

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**American Depositary Shares**

**(each representing one Ordinary Share)**

*(Title of Class of Securities)*

**806585204**

*(CUSIP Number of Class of Securities)*

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**Dr. Roland Hartwig**

**Bayerwerk, Gebaeude W11  
Kaiser-Wilhelm-Allee**

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51368 Leverkusen  
Germany  
+49 (214) 3081195

*(Name, Address and Telephone Number of Person Authorized to Receive*

*Notices and Communications on Behalf of the Person(s) Filing Statement)*

*With copies to:*

**Charles Nathan, Esq.**  
**John E. Sorkin, Esq.**  
**Latham & Watkins LLP**  
**885 Third Avenue**  
**New York, New York 10022**  
**(212) 906-1200**

**Dr. Joachim von Falkenhausen**  
**Stefan Widder**  
**Latham & Watkins LLP**  
**Warburgstrasse 50**  
**20354 Hamburg, Germany**  
**+49 (40) 414030**

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
N/A

**Amount of Filing Fee**  
N/A

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- \* This filing relates solely to preliminary communications made before the commencement of a tender offer, so no fee is payable.
  - o Check the box if any part of the filing 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.

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- ý 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 transaction to which the statement relates:

- ý third-party tender offer subject to Rule 14d-1.
- o issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o 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: o

<u>Exhibit List</u>	<u>Description</u>
99.1	Investor Conference Call Presentation, dated March 24, 2006
99.2	Investor Conference Call Handout, dated March 24, 2006
99.3	Investor Conference Call Transcript, dated March 24, 2006
99.4	Letter of Bayer AG to Schering AG, dated March 23, 2006
99.5	Letter of Schering AG to Bayer AG, dated March 23, 2006
99.6	Letter to Bayer AG Stockholders, dated March 24, 2006
99.7	Joint declaration by Management of Bayer AG and employee representatives on Bayer's Supervisory Board, dated March 23, 2006
99.8	Press Conference Call Transcript, dated March 24, 2006
99.9	Questions and answers concerning the takeover offer
99.10	Prepared questions and answers for television interviews
99.11	News Conference Call Transcript, dated March 24, 2006

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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.

Dated: March 24, 2006

Bayer Aktiengesellschaft

By: /s/ DR. ROLAND HARTWIG  
Name: Dr. Roland Hartwig  
Title: General Counsel

By: /s/ DR. ALEXANDER ROSAR  
Name: Dr. Alexander Rosar  
Title: Head of Investor Relations

Dritte BV GmbH

By: /s/ DR. ARMIN BUCHMEIER  
Name: Dr. Armin Buchmeier  
Title: Managing Director