

Edgar Filing: SERONO S A - Form 6-K/A

SERONO S A  
Form 6-K/A  
November 08, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 6-K  
Amendment Number 1

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of November, 2002

Serono S.A.

-----  
(Registrant's Name)

15 bis, Chemin des Mines  
Case Postale 54  
CH-1211 Geneva 20  
Switzerland

-----  
(Address of Principal Executive Offices)

1-15096

-----  
(Commission File No.)

(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).)

-----

(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).)

-----

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes            No    X  
-----                    -----

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-            )

-----

GENSET

SERONO

# Edgar Filing: SERONO S A - Form 6-K/A

Media Release

FOR IMMEDIATE RELEASE

RESULTS OF SERONO TENDER OFFER  
-SERONO HOLDS 91.8% OF GENSET-

GENEVA, SWITZERLAND AND PARIS, FRANCE, NOVEMBER 8, 2002 - Serono S.A. (Virt-x: SEO, NYSE: SRA) and Genset S.A. (Euroclear: 5433) announced that, following its subsequent offering period, Serono holds 91.8% of the capital and voting rights of Genset, which successfully concludes the tender offer for Genset by Serono.

In a press release issued this morning, the Conseil des Marchés Financiers (CMF) indicated that Serono France Holding S.A. holds:

- 7,557,702 Genset shares, representing 91.8% of the 8,232,350 shares outstanding;
- 515,931 Genset bonds convertible or exchangeable into new or existing shares (OCEANEs), representing 98.8% of the 522,223 OCEANEs outstanding;
- all the warrants outstanding.

Serono France Holding S.A. will continue to buy Genset shares on the Nouveau Marche at a price of 9.75 euros and will inform the market upon suspension of these purchases.

\*\*\*

These materials contain certain statements that are neither reported financial results nor other historical information. Because these forward-looking statements are subject to risks and uncertainties, actual future results may differ materially from those expressed in or implied by the statements. Many of these risks and uncertainties relate to factors that are beyond the companies' ability to control or estimate precisely, such as future market conditions, currency fluctuations, the behavior of other market participants, the actions of governmental regulators and other risk factors detailed in Serono's and Genset's filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document. The companies do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of these materials.

-more-

## ABOUT SERONO

Serono is a global biotechnology leader. The Company has six recombinant products on the market, Gonal-F(R), Luveris(R), Ovidrel(R)/Ovitrelle(R), Rebif(R), Serostim(R) and Saizen(R) (Luveris(R) is not approved in the USA). In addition to being the world leader in reproductive health, Serono has strong market positions in neurology, metabolism and growth. The Company's research programs are focused on growing these businesses and on establishing new therapeutic areas. Currently, there are seventeen new molecules in development.

In 2001, Serono achieved worldwide revenues of US\$1.38 billion, and a net income

## Edgar Filing: SERONO S A - Form 6-K/A

of US\$317 million, making it the third largest biotech company in the world based on revenues. The Company operates in 45 countries, and its products are sold in over 100 countries. Bearer shares of Serono S.A., the holding company, are traded on the virt-x (SEO) and its American Depositary Shares are traded on the New York Stock Exchange (SRA).

### ABOUT GENSET

Genset is a genomics-based biotechnology company focused on generating a pipeline of drug targets and drug candidates in the areas of CNS and metabolic disorders. Genset has successfully used its integrated technology platform and association studies approach to identify and characterize drug targets and drug response markers in the fields of CNS, metabolic and other diseases. Building upon the expertise accumulated in various alliances with pharmaceutical partners and its portfolio of genomic patents, Genset discovers and validates novel drug targets and candidates for its own account. Its teams have already discovered and launched the development of a lead protein in the metabolism field named Famoxin, and are continuing their research with a view to discovering and developing other drugs. Genset's news releases are available on the Company's Web site at <http://www.genset.fr>.

-----

FOR MORE INFORMATION, PLEASE CONTACT:

### SERONO IN GENEVA, SWITZERLAND:

#### MEDIA RELATIONS:

Tel: +41-22-739 36 00

Fax: +41-22-739 30 85

<http://www.serono.com>

-----

#### INVESTOR RELATIONS:

Tel: +41-22-739 36 01

Fax: +41-22-739 30 22

Reuters: SEOZ.VX / SRA.N

Bloomberg: SEO VX / SRA US

#### IMAGE SEPT FRANCE :

Tel : + 33 1 53 70 74 68

Fax : + 33 1 53 70 74 80

### SERONO, INC., ROCKLAND, MA

#### MEDIA RELATIONS:

Tel. +1 781 681 2340

Fax: +1 781 681 2935

<http://www.seronousa.com>

-----

### GENSET

+331 55 04 59 00

Marc Vasseur

Chairman & CEO

### BURNS MCCLELLAN

+1 212 213 0006

Media: Justin Jackson

Investors: Jonathan M. Nugent

GENSET is listed on the NOUVEAU MARCHE of the Paris Bourse  
Euroclear: 5433 - - Bloomberg: GNST FP - Reuters: GEN.F

-end-

### 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.

Edgar Filing: SERONO S A - Form 6-K/A

SERONO S.A.  
a Swiss corporation  
(Registrant)

November 8, 2002

By: /s/ Jacques Theurillat  
-----

Name: Jacques Theurillat  
Title: Deputy Chief Executive Officer