

SMITH & NEPHEW GROUP PLC
Form SC TO-T/A
May 28, 2003

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1)
OR SECTION 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

CENTERPULSE LTD.
(Name of Subject Company (Issuer))

SMITH & NEPHEW GROUP PLC
SMITH & NEPHEW PLC
(Names of Filing Persons (Offerors))

REGISTERED SHARES, PAR VALUE CHF 30.00 PER SHARE
(Title of Class of Securities)

Not Applicable*
(CUSIP Number of Class of Securities)

James A. Ralston
Executive Vice President and Chief Legal Officer
Smith & Nephew, Inc.
1450 Brooks Road
Memphis, Tennessee 38116
(901) 396-2121

(Name, address and telephone number of
person authorized to receive notices
and communications on behalf of filing persons)

Copy to:

Pran Jha
Sidley Austin Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000

* There is no CUSIP Number assigned to the registered shares. CUSIP No.

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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 appropriate boxes below to designate any transactions to which the statement relates:

- 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:

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This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Smith & Nephew Group plc, a corporation organized under the laws of England and Wales ("S&N Group"), and Smith & Nephew plc, a corporation organized under the laws of England and Wales ("S&N"), on April 25, 2003, as amended by Amendment No. 1 thereto (as amended, the "Schedule TO"), relating to the third-party tender offer by S&N Group to exchange S&N Group ordinary shares, 12 1/2 pence nominal value per share (including S&N Group shares represented by S&N Group American Depositary Shares ("ADSs"), each representing 10 S&N Group shares), and cash for registered shares, CHF 30 par value per share, of Centerpulse Ltd., a Swiss public company ("Centerpulse"), including Centerpulse shares represented by Centerpulse ADSs, each representing one-tenth (1/10) of a Centerpulse share, upon the terms and subject to the conditions set forth in the Preliminary Prospectus/Offer to Exchange dated April 25, 2003 (the "Offer to Exchange") and in the related Letter of Transmittal (which, together with the Offer to Exchange, as supplemented or amended from time to time, constitute the "Offer"). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule TO.

Item 11. ADDITIONAL INFORMATION.

The section of the Offer to Exchange entitled "THE EXCHANGE OFFER - Certain Legal and Regulatory Matters" is hereby amended and supplemented by adding the following thereto:

"On May 1, 2003 the HSR Act waiting period applicable to the Offer expired. On May 27, 2003, Smith & Nephew received regulatory clearance for its combination with Centerpulse from the European Commission."

The press release of Smith & Nephew dated May 28, 2003 relating to the expiration of the HSR Act waiting period and the European Commission clearance is filed as an exhibit hereto and incorporated herein by reference.

Item 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit thereto:

EXHIBIT NO.	DESCRIPTION
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(a) (19)	Press release of S&N, dated May 28, 2003 (incorporated herein by

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reference to S&N Group's Rule 425 filing made with the Securities and Exchange Commission on May 28, 2003).

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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.

SMITH & NEPHEW GROUP PLC

By: /s/ James Ralston

Name: James Ralston

Title: Authorized U.S. Representative

SMITH & NEPHEW PLC

By: /s/ James Ralston

Name: James Ralston

Title: Authorized U.S. Representative

Date: May 28, 2003

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EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

(a) (19) Press release of S&N, dated May 28, 2003 (incorporated herein by reference to S&N Group's Rule 425 filing made with the Securities and Exchange Commission on May 28, 2003).

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