

ABB LTD
Form SC 13D/A
April 13, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

ABB Ltd
(Name of Issuer)

Registered Shares, par value CHF 0.12
(Title of Class of Securities)

ISIN No. CH0012221716**
(CUSIP Number)

Cevian Capital II GP Limited

11-15 Seaton Place

St. Helier, Jersey JE4 0QH

Channel Islands

Attention: Denzil Boschat

+44 1534 828 513

with a copy to:

Schulte Roth & Zabel LLP

919 Third Avenue

New York, NY 10022

Attention: Eleazer N. Klein, Esq.

(212) 756-2000
(Name, Address and Telephone Number of Person)

Authorized to Receive Notices and Communications)

April 13, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

** The Registered Shares have no CUSIP number. The ISIN number for the Registered Shares is CH0012221716.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

Cevian Capital II GP Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) 1 A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF CHECK BOX

5 IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

8 SOLE VOTING POWER 115,868,333

9 SHARED VOTING POWER

10 -0- SOLE DISPOSITIVE POWER

115,868,333 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

115,868,333
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

12 EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

5.4%
TYPE OF REPORTING
PERSON
14

IA, OO

This Amendment No. 3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 26, 2015 (the "Original Schedule 13D") as amended by Amendment No. 1 filed with the SEC on September 13, 2016 ("Amendment No. 1") and Amendment No. 2 filed with the SEC on February 23, 2017 ("Amendment No. 2", and the Original Schedule 13D as amended by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, the "Schedule 13D"), with respect to the Registered Shares, par value CHF 0.12 (the "Registered Shares") of ABB Ltd, a limited liability company incorporated under the laws of Switzerland (the "Issuer"). This Amendment No. 3 amends Item 4 as set forth below. Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D.

Item
4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented by the addition of the following:

Lars Förberg, Managing Partner at an affiliate of the Reporting Person, was elected to serve on the Board of Directors of the Issuer at the annual general meeting of the Issuer's shareholders on April 13, 2017.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 13, 2017

**CEVIAN CAPITAL
II GP LIMITED**

By: /s/ Denzil Boschat
Name: Denzil
Boschat
Title: Director