

MENTOR CORP /MN/  
Form SC TO-T/A  
December 17, 2008

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE TO

Amendment No. 1

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

MENTOR CORPORATION  
(Name of Subject Company (Issuer))

MAPLE MERGER SUB, INC.  
(Offeror)

A Wholly Owned Subsidiary of

JOHNSON & JOHNSON  
(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, \$0.10 PAR VALUE  
(Title of Class of Securities)

587188103  
(CUSIP Number of Class of Securities)

Allen Y. Kim, Esq.  
Johnson & Johnson  
One Johnson & Johnson Plaza  
New Brunswick, NJ 08933  
(732) 524-6400

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

Copies to:

Robert I. Townsend, III, Esq.  
Damien R. Zoubek, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue

New York, NY 10019-7475  
(212) 474-1000

CALCULATION OF FILING  
FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$1,256,184,542	\$49,368.06

(1) Estimated for purposes of calculating the filing fee only. This amount was determined by multiplying 40,522,082 shares of Mentor Corporation common stock (representing the shares of common stock outstanding, in-the-money options, shares of common stock issuable upon the exercise of outstanding performance stock unit awards and shares of common stock issuable upon conversion of Mentor Corporation's outstanding 2.75% Convertible Subordinated Notes, due 2024, in each case outstanding as of November 28, 2008 and the shares of common stock subject to outstanding rights under the employee stock purchase plan of Mentor Corporation as of December 1, 2008), by \$31.00 per share (which is the offer price).

---

---

---

(2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 and Fee Rate Advisory #6 for fiscal year 2008, issued December 27, 2007, by multiplying the transaction value by .0000393.

- x Check the box if any part of the 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.

Amount Previously Paid: \$49,368.06

Filing Party: Johnson & Johnson and Maple Merger Sub, Inc.

Form of Registration No.: Schedule TO

Date Filed: December 12, 2008

- 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 transactions to which the statement relates:

- x 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.

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this "Amendment") is filed by (i) Maple Merger Sub, Inc., a Minnesota corporation (the "Purchaser") and wholly owned subsidiary of Johnson & Johnson, a New Jersey corporation ("Parent"), and (ii) Parent. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on December 12, 2008 (together with any amendments and supplements thereto, the "Schedule TO"), and relates to the offer (the "Offer") by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.10 per share (the "Shares"), of Mentor Corporation, a Minnesota corporation ("Seller"), at a purchase price of \$31.00 per Share net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 12, 2008 (together with any amendments and supplements thereto, the "Offer to Purchase") and in the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

On December 11, 2008, an individual alleging himself to be a shareholder of Seller filed a purported shareholder class action complaint in the District Court for the Fourth Judicial District of the State of Minnesota, captioned Hardy v. Mentor Corporation et al., Case No. 27-CV-08-30823, in connection with the Offer and the Merger. The complaint names as defendants Seller, the members of the Seller Board, Parent and the Purchaser. The suit alleges that the members of the Seller Board breached their fiduciary duties to Seller's shareholders in connection with the sale of Seller, and that Seller, the Purchaser and Parent aided and abetted the purported breaches of fiduciary duties. The suit seeks various equitable relief related to the Offer and the Merger and the process by which offers or potential offers are evaluated and also seeks the costs of the action, including reasonable allowances for attorneys' fees and experts' fees. The Purchaser and Parent believe the allegations against the Purchaser and Parent are without merit, and the Purchaser and Parent intend to defend vigorously the action.

In addition, on December 8, 2008, an individual alleging herself to be a shareholder of Seller filed a purported shareholder class action complaint in the Santa Barbara County Superior Court of the State of California, captioned Cinotto v. Mentor Corporation et al., Case No. 1304357, in connection with the Offer and the Merger. On December 9, 2008, Steamfitters Local 449 Pension Fund also filed a purported shareholder class action complaint in the Santa Barbara County Superior Court of the State of California, captioned Steamfitters Local 449 Pension Fund v. Mentor Corporation et al., Case No. 1304364, in connection with the Offer and the Merger. Both complaints name as defendants Seller, the members of the Seller Board and Does 1-25 and allege that the defendants breached and/or aided and abetted the breach of their fiduciary duties to Seller in connection with the sale of Seller. Both suits seek various equitable relief related to the Offer and the Merger and the process by which offers or potential offers are evaluated and also seek the costs of the action, including reasonable allowances for attorneys' fees and experts' fees.

---

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.

MAPLE MERGER SUB, INC.

By /s/ Richard D. Gooding

Name: Richard D.  
Gooding

Title: Vice President

Date: December 17,  
2008

JOHNSON & JOHNSON

By /s/ Allen Y. Kim

Name: Allen Y. Kim

Title: Attorney-in-Fact

Date: December 17,  
2008