

ANSELL LTD
Form SC TO-I/A
November 26, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO/A

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

(Amendment No. 5)

Ansell Limited

(Name of Subject Company (Issuer))

Ansell Limited (Issuer)

(Name of Filing Person (Identifying status as offeror, issuer or other person))

Ordinary Shares

American Depositary Shares*

(Title of Class of Securities)

* Evidenced by American Depositary Receipts, each American Depositary Share representing four (4) Ordinary Shares.

694185109 (Ordinary Shares)

03634M109 (American Depositary Receipts)

(CUSIP Number of Class of Securities)

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(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*

AMOUNT OF FILING FEE**

\$112,142,500

\$14,208.45***

* For purposes of calculating the filing fee only, this amount is based on the offer to purchase up to Australian \$155,000,000 worth of ordinary shares (US \$112,142,500) of Ansell Limited at a maximum purchase price of Australian \$9.20 cash per share.

** Calculated in accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended.

*** Filing Fee previously paid.

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: \$14,208.45

Form or Registration No.: Schedule TO

Filing Party: Ansell Limited

Date Filed: October 14, 2004

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:

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:

SCHEDULE TO

Introduction

This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule TO filed by Ansell Limited, a company organized under the laws of Victoria, Australia (Ansell), with the Securities and Exchange Commission on October 14, 2004, as amended and supplemented by Amendment No. 1 to the Schedule TO filed with the SEC on October 19, 2004, Amendment No. 2 to the Schedule TO filed with the SEC on November 5, 2004, Amendment No. 3 to the Schedule TO filed with the SEC on November 9, 2004 and Amendment No. 4 to the Schedule TO filed with the SEC on November 12, 2004 (collectively, the Schedule TO) in connection with Ansell's offer to purchase, or buy-back, up to an aggregate of \$155,000,000 (Australian, or AU) worth of ordinary shares, or Ordinary Shares, at a price between AU \$9.20 and AU \$8.70 per Ordinary Share (subject to withholding taxes, as applicable), in cash, without interest upon the terms of, and subject to the conditions to, the Offer to Purchase, dated October 14, 2004 (the Offer to Purchase) and the related Share Acceptance Form Issuer Sponsored Holders, Share Acceptance Form CHES Holders, Withdrawal/Amendment Form for Ordinary Shares, Letter of Transmittal American Depositary Shares and the Withdrawal/Amendment Form American Depositary Shares (which collectively, as amended or supplemented from time to time, constitute the offer). The final purchase price of AU \$9.20 per Ordinary Share was announced following the close of trading on the Australian Stock Exchange, or ASX, on Tuesday, November 9, 2004.

This Amendment No. 5 to the Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

The information contained in the Schedule TO and in the Offer to Purchase and the related Share Acceptance Form Issuer Sponsored Holders, Share Acceptance Form CHES Holders, Withdrawal/Amendment Form for Ordinary Shares, Letter of Transmittal American Depositary Shares and the Withdrawal/Amendment Form American Depositary Shares, copies of which were previously filed as Exhibits (a)(1)(i), (a)(1)(ii), (a)(1)(iii), (a)(1)(iv), (a)(1)(v) and (a)(1)(vi), respectively, are incorporated herein by reference in response to all the items of this Amendment No. 5 to the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Capitalized terms used herein but not otherwise defined have the meaning given to those terms in the Offer to Purchase.

ITEMS 1, 4, 6, 7 AND 11

Items 1, 4, 6, 7 and 11 of the Schedule TO are hereby amended and supplemented by adding the following:

The Offer to Purchase is hereby amended by replacing the existing answer to the question on page 3, *How long do I have to decide whether to tender in the offer?* in the Summary Term Sheet to read as follows:

You may tender your Ordinary Shares until 1:00 AM, New York time, which is 5:00 PM, Melbourne, Australia time, on Friday, December 10, 2004 (as may be extended by us).

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You may tender your ADSs until 5:00 PM, New York time, on Wednesday, December 8, 2004 (as may be extended by us).

See Introduction, Section 1 and Section 3.

ITEMS 4 AND 11

Item 4 and 11 of the Schedule TO are hereby amended and supplemented by adding the following:

On November 25, 2004, Ansell announced that it had extended the time to tender Ordinary Shares until 1:00 AM, New York time, which is 5:00 PM, Melbourne, Australia time, on Friday, December 10, 2004 and the time to tender ADSs until 5:00 PM, New York time, on Wednesday, December 8, 2004. The full text of Ansell Limited's press release relating to the announcement of the extension of the tender period is filed as Exhibit (a)(1)(x) to its Schedule TO and is incorporated herein by reference.

ITEM 12 EXHIBITS

Item 12 of the Schedule TO is hereby amended by adding the following Exhibit (a)(1)(x):

(a)(1)(x) Press Release of Ansell Limited, dated November 25, 2004, announcing the extension of the offer.

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.

Ansell Limited

By: /s/ David Graham

Name: David Graham

Title: General Manager Finance & Treasury and Group
Treasurer

Dated: November 25, 2004

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(i)	Offer to Purchase dated October 14, 2004*
(a)(1)(ii)	Share Acceptance Form Issuer Sponsored Holders*
(a)(1)(iii)	Share Acceptance Form CHESS Holders*
(a)(1)(iv)	Withdrawal/Amendment Form for Ordinary Shares*
(a)(1)(v)	Letter of Transmittal American Depositary Shares*
(a)(1)(vi)	Withdrawal/Amendment Form American Depositary Shares*
(a)(1)(vii)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*
(a)(1)(viii)	Press Release of Ansell Limited, dated November 9, 2004, announcing purchase price.*
(a)(1)(ix)	Press Release of Ansell Limited, dated November 11, 2004, announcing the extension of the offer.*
(a)(1)(x)	Press Release of Ansell Limited, dated November 25, 2004, announcing the extension of the offer.
(a)(2)	None
(a)(3)	Not applicable
(a)(4)	Not applicable
(a)(5)(i)	Letter from Ansell Limited, dated 14 October, 2004, notifying the Australian Stock Exchange Limited of the resolutions that were passed at the Annual General Meeting.*
(b)	None
(c)	Not Applicable
(d)(1)	Form of American Depositary Receipt for Ansell Ordinary Shares*
(d)(2)	Pacific Dunlop Executive Share Plan*
(d)(3)	Outline of Pacific Dunlop Employee Share Plan*
(d)(4)	Ansell Limited Stock Incentive Plan, dated July 1, 2002*
(e)	Not applicable
(f)	Not applicable
(g)	None
(h)	None

* Previously filed.