

MENTOR CORP /MN/  
Form SC TO-T/A  
January 15, 2009

---

---

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

SCHEDULE TO

Amendment No. 5

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  
(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:

- 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. 5 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, as amended (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:

“As of 11:00 a.m. New York City time on January 15, 2009, all applicable foreign antitrust and similar regulatory clearances were either obtained from the relevant Governmental Entities or the relevant waiting periods with respect to such clearances had expired. Accordingly, the condition to the Offer relating to the obtainment of foreign antitrust and similar regulatory clearances will be satisfied by 5:00 p.m. New York City time on January 16, 2009, the scheduled expiration date of the Offer. On January 15, 2009, Parent issued a press release announcing the receipt of such clearances and the expiration of such waiting periods, a copy of which is filed as Exhibit (a)(5)(F) hereto and is incorporated herein by reference.”

Item 12. Exhibits.

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

“(a)(5)(F) Press Release issued by Johnson & Johnson on January 15, 2009.”

---

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/ Susan E. Morano  
Name: Susan E. Morano  
Title: Chief Executive Officer  
Date: January 15, 2009

JOHNSON & JOHNSON

By: /s/ John A. Papa  
Name: John A. Papa  
Title: Treasurer  
Date: January 15, 2009