

UNILEVER N V  
Form SC14D9C  
February 17, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14D-9**

(Rule 14d-101)

---

**Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

---

**UNILEVER N.V.**

(Name of Subject Company)

---

**UNILEVER N.V.**

(Name of Person(s) Filing Statement)

---

**N.V. New York registry shares each representing one ordinary share of nominal amount of 0.16 each**

(Title of Class of Securities)

**904784709**

(CUSIP Number of Class of Securities)

**T. E. Lovell**

**Group Secretary**

**Tel: +44(0)2078225252**

**Fax: +44(0)2078225464**

**100 Victoria Embankment**

**London EC4Y 0DY**

**United Kingdom**

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

---

With copies to:

**Thomas B. Shropshire, Jr.**

**Linklaters LLP**

**Tel: +44(0)2074562000**

**Fax: +44(0)2074562222**

**One Silk Street**

**London EC2Y 8HQ**

**United Kingdom**

---

x Check the box below if the filing relates solely to preliminary communications made before the commencement of a tender offer.



On 17 February 2017, The Kraft Heinz Company ( **Kraft Heinz** ) announced that it had made a potential offer for all of the shares of Unilever PLC and Unilever N.V. (together, **Unilever** or the **Company** ).

This Schedule 14D-9 filing consists of the following documents relating to the potential offer:

- 1) Statement regarding the announcement by The Kraft Heinz Company of a potential offer, dated 17 February 2017, issued by Unilever, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference;
- 2) Form of e-mail, dated 17 February 2017, to senior worldwide management of the Company, a copy of which is attached hereto as Exhibit 99.2 and incorporated herein by reference; and
- 3) Pages posted on Unilever's website, www.unilever.com, on 17 February 2017, a copy of which is attached hereto as Exhibit 99.3 and incorporated herein by reference.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Statement regarding the announcement by The Kraft Heinz Company of a potential offer, dated 17 February 2017, issued by Unilever
99.2	Form of e-mail, dated 17 February 2017, to senior worldwide management of the Company
99.3	Pages posted on Unilever s website, www.unilever.com, on 17 February 2017