

SCHERING AKTIENGESELLSCHAFT  
Form SC TO-C  
March 29, 2006

As filed with the Securities and Exchange Commission on March 28, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**SCHEDULE TO**

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) of the Securities

Exchange Act of 1934

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**Schering AG**

*(Name of Subject Company (issuer))*

**Dritte BV GmbH**

**Bayer Aktiengesellschaft**

*(Name of Filing Persons (offerors))*

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**Ordinary Shares,**

**no par value**

*(Title of Class of Securities)*

**DE0007172009**

*(CUSIP Number of Class of Securities)*

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**American Depositary Shares**

**(each representing one Ordinary Share)**

*(Title of Class of Securities)*

**806585204**

*(CUSIP Number of Class of Securities)*

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**Dr. Roland Hartwig**

**Bayerwerk, Gebaeude W11  
Kaiser-Wilhelm-Allee**

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*(Name, Address and Telephone Number of Person Authorized to Receive*

*Notices and Communications on Behalf of the Person(s) Filing Statement)*

*With copies to:*

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**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
N/A

**Amount of Filing Fee**  
N/A

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- \* This filing relates solely to preliminary communications made before the commencement of a tender offer, so no fee is payable.
- o Check the box if any part of the filing 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:  
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- ý 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 transaction to which the statement relates:

- ý third-party tender offer subject to Rule 14d-1.  
o issuer tender offer subject to Rule 13e-4.  
o going-private transaction subject to Rule 13e-3.  
o 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: o

<u>Exhibit List</u>	<u>Description</u>
99.1	Der Spiegel article "There's Music Within," dated March 27, 2006
99.2	Frankfurter Allgemeine Sonntagszeitung article "We Want 100 Percent," dated March 26, 2006
99.3	Die Welt am Sonntag article "We Will Take a Large Leap," dated March 26, 2006
99.4	Der Tagesspiegel article "The Best Should Do the Job," dated March 26, 2006

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**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.

Dated: March 28, 2006

Bayer Aktiengesellschaft

By: /s/ DR. ROLAND HARTWIG  
Name: Dr. Roland Hartwig  
Title: General Counsel

By: /s/ DR. ALEXANDER ROSAR  
Name: Dr. Alexander Rosar  
Title: Head of Investor Relations

Dritte BV GmbH

By: /s/ DR. ARMIN BUCHMEIER  
Name: Dr. Armin Buchmeier  
Title: Managing Director