

CHIRON CORP  
Form DEFA14A  
December 06, 2005

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
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- Soliciting Material Pursuant to §240.14a-12

**CHIRON CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**Participants in Solicitation**

Chiron Corporation and Novartis AG and Novartis Corporation and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Chiron stockholders in connection with the merger. Information about the directors and executive officers of Chiron and their ownership of Chiron's stock is set forth in the proxy statement for Chiron's 2005 Annual Meeting of Stockholders.

Investors can obtain more information when the proxy statement and the Schedule 13E-3 become available. Investors should read the proxy statement and Schedule 13E-3 carefully when they become available before making any voting decision.

**ANNOUNCEMENTS**

December 06, 2005

Howard Pien & Joerg Reinhardt

**Chiron and Novartis Merger: Regulatory Milestone Announced**

Dear colleagues:

As announced, the U.S. Federal Trade Commission has granted early termination of the antitrust waiting period under the Hart-Scott -Rodino, giving Novartis a green light in the U.S. to proceed with the acquisition of the remaining stake in Chiron Corporation. The termination of this waiting period by the U.S. FTC satisfies one of the conditions for the completion of the transaction. This is an important milestone that puts us one step closer to our goal of building a global leader in vaccines and diagnostics together.

We are pleased with the FTC's prompt ruling and hope the remaining approvals, from the European Commission and Chiron shareholders, excluding Novartis, will be secured quickly. In the meantime, we will continue to swiftly plan for the new organization combining the vaccines and diagnostics business as well as the integration of the biopharmaceuticals and corporate services in Novartis.

We continue our planning with the goal of the transaction closing as anticipated early in the first half of 2006.

As we celebrate this first success together, it remains essential that we ensure business continuity in each company - we continue to operate as separate businesses under the guidelines set out in our integration planning. We welcome today's ruling, and look forward to building this new business together.

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[Click Here](#) to read the entire press release.

Best regards,

Howard Pien

Joerg Reinhardt

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