

MONSANTO CO /NEW/  
Form SC TO-C  
May 23, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

(RULE 14d-100)

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

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**Monsanto Company**

(Name of Subject Company)

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**Bayer Aktiengesellschaft**

(Names of Filing Person (Offeror))

**Common Stock, \$0.01 par value per share**

(Title of Class of Securities)

**61166W101**

(CUSIP Number of Class of Securities)

**Dr. Jan Heinemann**  
**Bayer Aktiengesellschaft**  
**BAG-LPC-MA**  
**Kaiser-Wilhelm-Allee, Q26**  
**51368 Leverkusen**  
**Germany**  
**(+49) 214 30-1**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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Copy to:

**Matthew G. Hurd**  
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**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, NY 10004**  
**(212) 558-4000**

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**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not applicable

**Amount of Filing Fee**  
Not applicable

Pursuant to General Instruction D to Schedule TO, no filing fee is required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing

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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:   | Not applicable | Filing Party: | Not applicable |
| Form or Registration No.: | Not applicable | Date Filed:   | Not applicable |

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
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**EXHIBIT INDEX**

- Exhibit 99.1 Transcript of 1st Investor Conference Call on Bayer's Offer to Acquire Monsanto hosted on May 23, 2016.
- Exhibit 99.2 Additional Q&A provided in response to investor inquiries on May 23, 2016.