

ALCATEL LUCENT  
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SUBJECT COMPANY: ALCATEL-LUCENT

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## **Individual shareholder public exchange offer FAQ**

*Nokia's public exchange offer (the Offer) for Alcatel-Lucent securities has closed. Please see below for information related to the Offer and transaction.*

**This FAQ consists of three sections, as follows:**

### **SECTION 1 - Tendering of Shares**

### **SECTION 2 Results of the Initial Offer**

### **SECTION 3 Rationale for the Transaction**

## **SECTION 1 - Tendering of Shares**

### **1. Is it too late to tender my Securities into the Offer?**

Yes it is. The deadline for tendering ADSs into Nokia's reopened Offer for Alcatel-Lucent securities was 5:00PM New York City time on February 2, 2016. The deadline for tendering ordinary shares and OCEANE convertible bonds into the reopened Offer was 5:30 PM Paris time (11:30 AM New York City time) on February 3, 2016.

### **2. What happens if I did not tender my ADSs into the Offer?**

If you did not tender your ADSs into the Offer, they remain outstanding. Now that the reopened Offer period has closed, Nokia intends to delist the ADSs from the NYSE, meaning that you would no longer be able to trade your ADSs on any regulated securities exchange, and your ability to sell your ADSs would be reduced.

Subject to applicable law, Alcatel-Lucent will also be de-registered under the U.S. securities laws, which means much less information would be available about Alcatel Lucent.

Nokia intends to terminate the Alcatel-Lucent ADS program. Following the termination of the deposit agreement, the Alcatel-Lucent depository may do either of the following:

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have all Alcatel-Lucent Shares underlying the remaining Alcatel-Lucent ADSs registered with Alcatel-Lucent in registered form (meaning you would become a direct shareholder in Alcatel-Lucent, with these shares not trading on any regulated U.S. securities exchange); or

sell Alcatel-Lucent Shares underlying the remaining Alcatel-Lucent ADSs and hold in a segregated account the proceeds of such sales (net of brokerage commission and other related expenses), without liability for interest, in trust for the pro rata benefit of the holders of Alcatel-Lucent ADSs.

If Nokia does not reach ownership of at least 95% of the share capital and voting rights of Alcatel-Lucent after the Offer, it has not announced any specific actions to be taken, if any, by it to acquire the remaining outstanding Alcatel-Lucent securities.

**3. Will I now receive cash for my ADSs, having not tendered?**

If you have not tendered your Alcatel-Lucent ADSs into the Offer, these ADSs remain outstanding.

Nokia has announced that it intends to squeeze-out such ADSs for cash consideration but subject to Nokia owning at least 95% of the share capital and voting rights of Alcatel-Lucent after the Offer. The timing of when this may happen is unclear as it depends on when and if Nokia is able to achieve 95% ownership in Alcatel-Lucent. In any such squeeze-out, Nokia will also offer Alcatel-Lucent shareholders, as an alternative to the cash consideration, to exchange their Alcatel-Lucent Shares for Nokia Shares at the same exchange ratio as offered in the context of the Offer.

When the Alcatel-Lucent ADS program is terminated and the underlying Alcatel-Lucent shares are sold, proceeds from this sale (net of brokerage commission and other related expenses), without liability for interest, would be held in trust by the Alcatel-Lucent depository for the pro rata benefit of the holders of Alcatel-Lucent ADSs.

**4. If I did exchange my ADSs, is the exchange taxable?**

As described on page 175 of the exchange offer/prospectus, the receipt of Nokia Securities by U.S. holders in exchange for Alcatel-Lucent Shares or Alcatel-Lucent ADSs pursuant to the exchange offer or the squeeze-out of Alcatel-Lucent Shares and Alcatel-Lucent ADSs is expected to be a taxable transaction for U.S. federal income tax purposes, and is not expected to qualify as a tax-free reorganization under any provision of the Code.

**5. Is it taxable in 2015 or 2016?**

Under the US tax law, the Exchange Offer would generally be taxable in the tax year in which the settlement occurs (i.e. the 2016 calendar year for most individuals). Investors are reminded to consult their personal tax advisor as each investor's tax situation may be different.

**6. What was the exchange ratio?**

If you participated in the exchange, for every Alcatel-Lucent ADS validly tendered into, and not withdrawn from the U.S. Offer 0.5500 of a Nokia ADS, will have been or will be received. You would receive cash for any fractional Alcatel-Lucent ADS.

**7. When will I receive my Nokia ADSs?**

If you tendered your ADSs into the initial Offer period, you will have received the Nokia ADSs you are entitled to on settlement of the initial Offer, on January 7, 2016. If you tendered your ADSs into the reopened Offer, you will receive the Nokia ADSs you are entitled to pursuant to the U.S. Offer on or about February 12, 2016.

**8. What value will the cash offer be in connection with the squeeze-out?**

The value of any cash consideration offered in the event of a squeeze-out, if any, would be determined in accordance with the French law and practice through a valuation of the relevant Alcatel-Lucent Securities, using objective methods applied in the context of asset sales taking into account the value of Alcatel-Lucent's assets, its past earnings, its market value, its subsidiaries and its business prospects and ascribing a value and a weight in each case.

The cash consideration offered in the squeeze-out may not necessarily reflect the cash value implied by the exchange ratio of 0.5500 Nokia ADSs for each Alcatel-Lucent ADS at current or future ADS prices.

**9. Will I lose my pension?**

This Offer is regarding the exchange of Alcatel-Lucent American Depository Shares with Nokia American Depository Shares. If you have questions about your pension plan that do not include Alcatel-Lucent shares, please contact your plan administrator.

**SECTION 2 Results of the Initial Offer**

**10. What was the result of the initial offer?**

The minimum tender condition of the Offer has been reached and the Offer has, therefore, been declared successful. Nokia has taken control of Alcatel-Lucent and started the implementation of the combination of the two companies.

As at the end of the initial Offer, Nokia holds 76.31% of the share capital and at least 76.01% of the voting rights of Alcatel-Lucent. Assuming conversion of the OCEANEs tendered into the Offer at the improved conversion ratios, Nokia holds 79.32% of the share capital and at least 78.97% of the voting rights of Alcatel-Lucent.

**11. How long does it take for the AMF to announce the results of the reopened Offer?**

The AMF will announce the results of the reopened Offer within 9 French trading days after the closing of the reopened Offer period. The announcement should, in principle, take place on February 10, 2016.

**12. Was my tender accepted?**

Beneficial holders who held their shares with a bank, broker or custodian and tendered into the initial Offer should check with their bank or broker. Registered holders whose Alcatel-Lucent shares were accepted will receive a written statement and a cash-in-lieu check from the Exchange Agent in mid-January. Registered holders whose tenders were not accepted in the initial Offer period would have previously received a letter detailing the deficiencies of their tender.

Tenders by registered holders received by the Exchange Agent after the expiration of the Initial Offer period on December 22, 2015 were held by the Exchange Agent and submitted into the Subsequent Offer period. Registered holders whose Alcatel-Lucent shares were accepted during the Subsequent Offer will receive a written statement and a cash-in-lieu check from the Exchange Agent by the end of February. Tenders that were not received by the Exchange Agent by the expiration date of February 2, 2016 were not accepted into the Subsequent Offer period and these holders will be receiving a deficient notice and their Alcatel Lucent stock certificates from the Exchange Agent.

**13. Will there be an additional Offer period after the closing of the reopened Offer? What if you don't reach 95%?**

In compliance with French law and regulation, there will be no additional reopened Offer after the closing of the reopened Offer. If we have not reached the 95% threshold after the reopened Offer, we would have a number of ways

to reach it over time but, at this time, we have not made any decision in this respect. Importantly, though, whatever the decision we make, we are able to begin the immediate implementation of our integration plans for bringing the two companies together.

**14. Is Nokia planning a listing in Paris?**

Nokia has been listed on Euronext Paris since November 19, 2015 and was included in the CAC40 index following the initial offer, on January 6, 2016.

### **SECTION 3 Rationale for the Transaction**

#### **15. What are the strategic merits of the transaction?**

The combination of Nokia with Alcatel-Lucent creates an end-to-end portfolio scope and scale player with leading global positions across software, products and services – combining complementary offerings, customers and geographic footprint.

Both companies believe that the combined group is an innovation powerhouse with significant R&D resources and synergy potential. The combined group is expected to be a leader in next generation network technology and services and is well positioned to meet the increasingly complex needs of customers globally.

#### **16. Timing of deal: why now?**

Both Nokia and Alcatel-Lucent have significantly improved their operational and financial performance. We believe that this transaction is the next logical step of our successful transformations and at the right time for both companies.

Together, both companies are better equipped to meet the increasingly complex needs of customers globally given the following industry trends:

Global Telco consolidation and convergence

Expansion to quad-play offerings, delivering seamless experiences across multiple screens and applications

Timing of the 5G investment cycle

Transition to the Cloud

#### **17. Do you think the exchange offer is attractive for Alcatel-Lucent shareholders?**

Both companies believe that this transaction creates a combined group which is significantly stronger than either of the companies on a standalone basis, with a strong balance sheet, significant cash flow generation potential and significant synergies.

As the offer is structured as a public share exchange offer, Alcatel-Lucent shareholders would receive 0.5500 newly issued share (or American depository share) of Nokia in exchange for each ordinary share (or each American depository share) of Alcatel-Lucent tendered into the Offer. Alcatel-Lucent shareholders who tendered will become shareholders of the combined group and will have an opportunity to participate in the future potential upside of the broader Nokia investment opportunity.

From a standalone perspective the transaction offers an attractive premium to the share price pre-announcement:

Fully diluted premium of 24% and a premium to the Alcatel-Lucent shareholders of 18% on the 1 month Volume Weighted Average Price ( VWAP )

Fully diluted premium of 34% and a premium to the Alcatel-Lucent shareholders of 28% on the 3 month VWAP

Fully diluted premium of 55% and a premium to the Alcatel-Lucent shareholders of 48% on the 6 month VWAP

**18. What is the timing of the remaining milestones for the exchange offer?**

The results of the reopened Offer period are expected to be announced on February 10, 2016.

Nokia intends to delist Alcatel-Lucent's ADSs from the NYSE and deregister Alcatel-Lucent's ADSs under U.S. securities laws, meaning Alcatel-Lucent's ADSs would not be tradable on any regulated securities exchange and much less information would be available about the company following delisting and deregistration.



If Nokia reaches 95% ownership of the share capital and voting rights of Alcatel-Lucent, it intends to squeeze out the remaining shares. In addition, if Nokia reaches 95% ownership of Alcatel-Lucent's fully diluted shares, it intends to squeeze-out the remaining OCEANE convertible bonds. Such squeeze-out must be implemented within 3 months of the closing of the reopened Offer and will be subject to a clearance decision of the AMF.

In addition, Nokia reserves the right, subject to applicable law, to cause Alcatel-Lucent to redeem at par value, plus, as applicable, accrued interest from the date the interest was last paid, to the date set for the early redemption all of the outstanding OCEANEs 2018, OCEANEs 2019 or OCEANEs 2020, if less than 15% of the issued OCEANEs of any such series remain outstanding.

**19. Why did Nokia not pursue an acquisition of Alcatel-Lucent's wireless assets instead of the entire company?**

The combination with Alcatel-Lucent broadens Nokia's product portfolio beyond wireless. The strategic logic of the combination to create an end-to-end portfolio scope and scale player with leading global positions across next generation network technologies and services goes far beyond the benefits of a wireless only acquisition.

In addition, a wireless-only transaction would have required a complex and lengthy carve-out process, involving greater execution and integration risks including disruption with key customers. Nokia and Alcatel-Lucent separately considered a number of alternative options, and both companies believe the acquisition of Alcatel-Lucent by Nokia is by far the most compelling and provides the greatest opportunity to create shareholder value.

**20. Why an all-share deal?**

The share offer enables shareholders of Nokia, and shareholders of Alcatel-Lucent who have tendered into the public exchange offer to benefit from the value creation and synergies of the combined entity.

In addition, Nokia believes it is prudent to maintain a long-term investment grade credit rating target, which is important for customers. Obtaining an investment grade credit rating will provide the combined group with additional options to improve the longer-term efficiency of its capital structure.

Nokia plans to execute a EUR 7 billion program to optimize its capital structure and return excess capital to Nokia shareholders. This program is planned to include approximately EUR 4 billion in distributions to Nokia shareholders. Nokia has no plans to provide capital returns to remaining holders of Alcatel-Lucent securities.

**21. How comfortable is Nokia with achieving the stated EUR 900 million of operating cost synergies and what is your integration track record?**

Both companies have deeply experienced teams with a very good track record when it comes to execution of restructuring and integration plans.

In recent years, Nokia successfully drove the transformation of Nokia Networks' operating model improving its non-IFRS operating margin from 1.6% in 2011 to 12.2% in 2014. Alcatel-Lucent has also demonstrated excellent execution of its Shift Plan, having already achieved EUR 675 million out of its EUR 950 million cumulative net fixed cost reduction target as of the end of 2014.

Nokia is confident that the EUR 900 million annual operating cost synergies target in 2018 is achievable.

**22. What gives both companies confidence that the integration will not be problematic?**

Both Nokia and Alcatel-Lucent teams have highly relevant and recent experience in the integration process. In addition, both companies have already successfully gone through extensive restructurings which have significantly improved their operational and financial performance.

Nokia and Alcatel-Lucent are natural partners given our highly complementary assets and geographical exposures. From a product perspective, the main overlaps between Nokia and Alcatel-Lucent are in the respective wireless businesses. Both companies have appointed integration planning leaders to establish the structure and processes needed to drive plans for the combined group.

Importantly, Nokia and Alcatel-Lucent believe that they have a shared culture of innovation and a common vision for the future.

**23. What governance and integration considerations have been agreed?**

Governance of the combined entity has been set from the start with clearly defined leadership, which will facilitate the decision-making process and the monitoring of the integration.

On January 8, 2016, Nokia confirmed the composition of its Board of Directors which now consists of 10 members, following the addition of Louis R. Hughes, Jean C. Monty and Olivier Piou. As previously announced, Risto Siilasmaa continues as the Chairman of the Board.

Also on January 8, 2016, Alcatel-Lucent announced that its Board of Directors had been modified to reflect the new ownership structure of the company, so that it now comprises members from both Nokia and Alcatel-Lucent.

The leadership team of the combined company builds on the strengths of both Nokia and Alcatel-Lucent:

President and Chief Executive Officer: Rajeev Suri

President of Mobile Networks: Samih Elhage

President of Fixed Networks: Federico Guillén

President of IP/Optical Networks: Basil Alwan

President of Applications & Analytics: Bhaskar Gorti

President of Nokia Technologies: Ramzi Haidamus

Chief Financial Officer: Timo Ihamuotila

Chief Customer Operations Officer: Ashish Chowdhary

Chief Innovation & Operating Officer: Marc Rouanne

Chief Human Resources Officer: Hans-Jürgen Bill

Chief Strategy Officer: Kathrin Buvac

Chief Marketing Officer: Barry French

Chief Legal Officer: Maria Varsellona

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## FORWARD LOOKING STATEMENTS

This website contains forward-looking statements that reflect Nokia's and Alcatel Lucent's current expectations and views of future events and developments. Some of these forward-looking statements can be identified by terms and phrases such as anticipate, should, likely, foresee, believe, estimate, expect, intend, continue, could, project, predict, will and similar expressions. These forward-looking statements include statements relating to: the expected characteristics, structure and organization of the combined company; the expected ownership of the combined company by Nokia and Alcatel Lucent shareholders; the expected benefits of the proposed transaction; the target annual run rate cost synergies for the combined group; the expected customer reach of the combined group; the expected financial results of the combined group; the expected timing of closing of the proposed transaction and satisfaction of conditions precedent; the expected benefits of the proposed transaction, including related synergies; the transaction timeline, including the Nokia shareholders' meeting; the expected governance structure of the combined group and Nokia's commitment to conducting business in France and China; the planned leadership and organizational structure post-closing of the public exchange offer. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such statements. These forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only predictions based upon our current expectations and views of future events and developments. Risks and uncertainties include: the ability of Nokia to integrate Alcatel Lucent into Nokia operations; the performance of the global economy; the capacity for growth in internet and technology usage; the consolidation and convergence of the industry, its suppliers and its customers; the effect of changes in governmental regulations; disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers; and the impact on the combined company (after giving effect to the proposed transaction with Alcatel Lucent) of any of the foregoing risks or forward-looking statements, as well as other risk factors listed from time to time in Nokia's and Alcatel Lucent's filings with the U.S. Securities and Exchange Commission (SEC).

The forward-looking statements should be read in conjunction with the other cautionary statements that are included elsewhere, including the Risk Factors section of the Registration Statement (as defined below), Nokia's and Alcatel Lucent's most recent annual reports on Form 20-F, reports furnished on Form 6-K, and any other documents that Nokia or Alcatel Lucent have filed with the SEC. Any forward-looking statements made in this website are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## IMPORTANT ADDITIONAL INFORMATION

This website relates to the public exchange offer by Nokia to exchange all of the ordinary shares, American Depositary Shares (ADSs) and convertible securities issued by Alcatel Lucent for new ordinary shares and ADSs of Nokia. This website is for informational purposes only and does not constitute an offer to purchase or exchange, or a solicitation of

an offer to sell or exchange, any ordinary shares, ADSs or convertible securities of Alcatel Lucent, nor is it a substitute for the Registration Statement on Form F-4 (Registration No. 333- 206365) (the Registration Statement ), the Schedule TO, the Solicitation / Recommendation Statement on Schedule 14D-9 filed with the SEC, the listing prospectus and listing prospectus supplement of Nokia filed with the Finnish Financial Supervisory Authority or Nokia s offer document (*note d information*) and Alcatel Lucent s response document (*note en réponse*) filed with the Autorité des marchés financiers (the AMF ) (including the letter of transmittal and related documents and as amended and supplemented from time to time, the Exchange Offer Documents ). No offering of securities shall be made in the United States except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933. The exchange offer is being made only through the Exchange Offer Documents.

The making of the exchange offer to specific persons who are residents in or nationals or citizens of jurisdictions outside France or the United States or to custodians, nominees or trustees of such persons (the Excluded Shareholders ) may be made only in accordance with the laws of the relevant jurisdiction. It is the responsibility of the Excluded Shareholders wishing to accept an exchange offer to inform themselves of and ensure compliance with the laws of their respective jurisdictions in relation to the exchange offer. The tender offer is being made only through the Exchange Offer Documents.

**INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE EXCHANGE OFFER DOCUMENTS AND ALL OTHER RELEVANT DOCUMENTS THAT NOKIA OR ALCATEL-LUCENT HAS FILED OR MAY FILE WITH THE SEC, AMF, NASDAQ HELSINKI OR FINNISH FINANCIAL SUPERVISORY AUTHORITY WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING THE EXCHANGE OFFER.**

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The Exchange Offer Documents and other documents referred to above, if filed or furnished by Nokia or Alcatel Lucent with the SEC, as applicable, are available free of charge at the SEC s website ([www.sec.gov](http://www.sec.gov)).

Nokia s offer document (*note d information*) and Alcatel Lucent s response document (*note en réponse*), containing detailed information with regard to the exchange offer, are available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)), Nokia ([www.nokia.com](http://www.nokia.com)) and Alcatel Lucent ([www.alcatel-lucent.com](http://www.alcatel-lucent.com)).