

SCOR HOLDING (SWITZERLAND) LTD
Form SC 13E3/A
May 27, 2008

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

SCHEDULE 13E-3

Transaction Statement
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)
Amendment No. 4

SCOR Holding (Switzerland) Ltd.
(Name of Issuer)

SCOR SE
(Names of Persons Filing Statement)

American Depositary Shares (as evidenced by American Depositary Receipts), each representing one-half (1/2) of one
registered share, nominal value CHF 5 per share
Registered Shares, nominal value CHF 5 per share
(Title of Class of Securities)

7248256
(CUSIP Number of Class of Securities)

François de Varenne
Chief Operating Officer
SCOR SE
1, avenue du Général de Gaulle
92074 Paris – La Défense Cedex
France
Tel. No.: + 33 1 46 98 70 00
(Name, Address, and Telephone Numbers of Person(s) Authorized
to Receive Notices and Communications on Behalf of Person Filing Statement)

This statement is filed in connection with (check the appropriate box):

- ☐ a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C, or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- ☐ b. The filing of a registration statement under the Securities Act of 1933.
- ☐ c. A tender offer.
- ☒ d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ☐

Check the following box if the filing is a final amendment reporting the results of the transaction: ☒

Calculation of Filing Fee

Transaction Valuation*
\$43,934,817

Amount of Filing Fee**
\$1,726.64

* For the purpose of calculating the filing fee only, this amount is based on the purchase of 2,521,210 American Depositary Shares (as evidenced by American Depositary Receipts), each representing one-half (1/2) of one registered share, nominal value CHF 5 per share, of SCOR Holding (Switzerland) Ltd. at approximately \$7.73 per share (based on the value of one-quarter of a SCOR SE share according to the closing price per SCOR SE share on January 22, 2007 plus CHF 3.07854 in cash and using the Swiss franc conversion rate to US dollars as published by the US Federal Reserve Certified Noon Buying Rate on January 22, 2007) and the purchase of 1,580,211 registered shares, nominal value CHF 5 per share, of SCOR Holding (Switzerland) Ltd. at approximately \$15.47 per share (based on the value of one-half of a SCOR SE share according to the closing price per SCOR SE share on January 22, 2007 plus CHF 6.15708 in cash and using the Swiss franc conversion rate to US dollars as published by the US Federal Reserve Certified Noon Buying Rate on January 22, 2007).

** The amount of the filing fee was calculated based on a rate of \$39.30 per \$1,000,000 of the aggregate value of the transaction.

☒ Check box if any part of the 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: \$1,726.64

Form or Registration No.: Schedule 13E-3

Filing Party: SCOR SE

Date Filed: January 25, 2008

INTRODUCTION

This Amendment No. 4 (this "Amendment") amends and supplements the Schedule 13E-3 Transaction Statement filed with the Securities and Exchange Commission (the "SEC") on January 25, 2008, as amended on January 29, 2008, March 11, 2008 and April 18, 2008 (the "Statement"), by SCOR SE, a *societas europaea* organized under the laws of the Republic of France ("SCOR" or the "Filing Person"), pursuant to Section 13(e) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 13e-3 thereunder ("Rule 13e-3"). SCOR is a reinsurance company providing treaty and facultative reinsurance on a worldwide basis to Property-Casualty and Life insurers.

SCOR Holding (Switzerland) Ltd., a corporation organized under the laws of Switzerland (the "Subject Company"), is an international multi-line reinsurer with a distinct emphasis on specialty lines. Until September 11, 2007, the Subject Company was called Converium Holding Ltd.

ITEM 15. ADDITIONAL INFORMATION.

Item 15 is hereby amended and supplemented as follows:

On May 15, 2008, the Court declared the Cancellation of all the remaining publicly held Shares not owned by SCOR, resulting in their cancellation, effective May 20, 2008.

The Registered Shares will be delisted from SWX Swiss Exchange on May 30, 2008 and payment of the Cancellation Consideration is expected to begin June 6, 2008.

ITEM 16. EXHIBITS

(a)(5)(i) English translation of Cancellation notice published in the Swiss Official Gazette of Commerce on November 22, 2007, December 21, 2007 and January 21, 2008, and in Neue Zürcher Zeitung on November 22, 2007 and December 22/23, 2007.*

(a)(5)(ii) Press Release issued by SCOR on May 23, 2008 announcing completion of the Cancellation.

(b) none

(c) none

(d) none

(f) not applicable

(g) not applicable

* Previously filed.

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.

SCOR SE

By: /s/ Denis Kessler

Name: Denis Kessler

Title: Chairman and Chief Executive Officer

Date: May 27, 2008