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CENTERPULSE LTD
Form SC TO-T/A
September 19, 2003

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SECURITIES AND EXCHANGE COMMISSION,
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
AMENDMENT NO. 21 (FINAL AMENDMENT)

CENTERPULSE AG
(Name of Subject Company (Issuer))

ZIMMER HOLDINGS, INC.
(Names of Filing Persons (Offerors))

REGISTERED SHARES, NOMINAL VALUE CHF 30.00 PER SHARE
(Title of Class of Securities)

NOT APPLICABLE*
(CUSIP Number of Class of Securities)

DAVID C. DVORAK, ESQ.
ZIMMER HOLDINGS, INC.
345 EAST MAIN STREET
WARSAW, INDIANA 46580
(574) 267-6131

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

COPIES TO:
MORTON A. PIERCE, ESQ.
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1301 AVENUE OF THE AMERICAS
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* There is no CUSIP Number assigned to the registered shares. CUSIP No. 152005104 has been assigned to the American depositary shares of Centerpulse AG that are quoted on the New York Stock Exchange under the symbol "CEP." CUSIP No. 152005203 has been assigned to the American depositary shares of Centerpulse AG that were issued pursuant to a restricted American depositary receipt facility and are not publicly traded.

[] 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:

[X] third-party tender offer subject to Rule 14d-1.

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- 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:

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This Amendment No. 21 is the final amendment and supplement to the Tender Offer Statement on Schedule TO, dated June 19, 2003 (as previously amended or supplemented, the "Schedule TO"), filed by Zimmer Holdings, Inc., a Delaware corporation ("Zimmer"), relating to the third-party tender offer by Zimmer to exchange 3.68 shares of common stock, par value US\$0.01 per share, of Zimmer ("Zimmer Common Stock") and CHF 120 in cash, for each outstanding registered share, nominal value CHF 30 per share, of Centerpulse AG, a listed company incorporated in Switzerland ("Centerpulse"), including registered shares represented by Centerpulse American depositary shares ("ADSs"), upon the terms and subject to the conditions set forth in the prospectus (as modified, amended or supplemented, the "Prospectus"), the related ADS Letter of Transmittal and Form of Declaration of Acceptance and Assignment (collectively referred to as the "Offer"), which are attached to the Schedule TO as Exhibits (a)(1), (a)(2) and (a)(3), respectively. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Prospectus and in the Schedule TO.

Zimmer has filed a Registration Statement on Form S-4, of which the Prospectus is a part, relating to shares of Zimmer Common Stock to be issued to holders of Centerpulse registered shares (including registered shares represented by Centerpulse American depositary shares) in the Offer (the "Registration Statement").

The information set forth in the entire Registration Statement, including all schedules, exhibits and annexes thereto, the related ADS Letter of Transmittal, the related Form of Declaration of Acceptance and Assignment and any prospectus, prospectus supplement or other supplement thereto related to the Offer hereafter filed with the Securities and Exchange Commission by Zimmer is hereby expressly incorporated by reference in answer to Items 1 through 11 of the Schedule TO.

ITEMS 1 THROUGH 11.

Items 1 through 11 are hereby amended and supplemented as follows:

On September 19, 2003, Zimmer announced pursuant to Swiss law the definitive final results of the Offer and its offer for all of the outstanding bearer shares of InCentive Capital AG ("InCentive"), which beneficially owns 2,237,577 Centerpulse registered shares representing approximately 18.3% of the issued Centerpulse shares (such offer, the "InCentive Offer" and, together with the Offer, the "Offers").

Based on information provided by Credit Suisse First Boston and Mellon Investor Services LLC (the Swiss offer manager and the U.S. exchange agent, respectively, for the Offer), as of the expiration of the subsequent offering period, an aggregate of 9,006,144 Centerpulse registered shares and 8,585,666 ADSs, including 321,201 ADSs subject to guaranteed delivery, were tendered and not withdrawn in the initial offering period and subsequent offering period. Based on information provided by Centerpulse, the foregoing shares and ADSs represent approximately 80.5% and, together with the Centerpulse registered

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shares held by InCentive, 98.7% of the issued Centerpulse registered shares (including shares represented by ADSs).

Based on the results of the mix and match elections in the Offers, holders of Centerpulse registered shares and ADSs who elected to receive "as many shares of Zimmer Common Stock as possible" will receive 3.7947 shares of Zimmer Common Stock and CHF 112.83 net in cash for each tendered registered share and 0.3795 of a share of Zimmer Common Stock and the U.S. dollar equivalent of CHF 11.28 net in cash for each tendered ADS. Holders of Centerpulse registered shares and ADSs who elected to receive "as much cash as possible" will receive CHF 350.00 net in cash for each tendered registered share and the U.S. dollar equivalent of CHF 35.00 net in cash for each tendered ADS. Holders of Centerpulse registered shares and ADSs who elected to receive the "standard entitlement" or who did not make any mix and match elections will receive 3.68 shares of Zimmer Common Stock and CHF 120.00 net in cash for each tendered registered share and 0.368 of a share of Zimmer Common Stock and the U.S. dollar equivalent of CHF 12.00 for each tendered ADS.

In addition, based on information provided by Credit Suisse First Boston (the Swiss offer manager for the InCentive Offer), an aggregate of 2,146,871 InCentive bearer shares were tendered and not withdrawn in the initial offering period and subsequent offering period. The foregoing shares represent approximately 99.9% of the issued InCentive bearer shares.

Furthermore, based on the above-described mix and match results, holders of InCentive bearer shares who elected to receive "as many shares of Zimmer Common Stock as possible" will receive 4.0059 shares of Zimmer Common Stock and CHF 168.15 net in cash for each tendered bearer share. Holders of InCentive bearer shares who elected to receive "as much cash as possible" will receive CHF 418.52 net in cash for each tendered bearer share. Holders of InCentive bearer shares who elected to receive the "standard entitlement" or who did not make any mix and match elections will receive 3.8349 shares of Zimmer Common Stock and CHF 178.84 net in cash for each tendered bearer share.

On September 19, 2003, Zimmer issued the press release attached to this Schedule TO as exhibit (a) (44) relating to the above. Zimmer also made an announcement, an English translation of which is attached to this Schedule TO as exhibit (a) (45), relating to the Offer, as well as an announcement, an English translation of which is attached to this Schedule TO as exhibit (a) (46), relating to the InCentive Offer. The information set forth in the above-referenced documents is specifically incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended by adding the following exhibits thereto:

- (a) (44) Press Release of Zimmer Holdings, Inc., dated September 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 19, 2003).
- (a) (45) Announcement of Zimmer Holdings, Inc., dated September 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 19, 2003).
- (a) (46) Announcement of Zimmer Holdings, Inc., dated September 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 19, 2003).

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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.

ZIMMER HOLDINGS, INC.

By: /s/ J. Raymond Elliott

J. Raymond Elliott
Chairman of the Board,
President and Chief Executive Officer

Date: September 19, 2003

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(a) (1)	Prospectus, dated June 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 424(b) (3) filing in connection with Registration Statement No. 333-105561 made with the Securities and Exchange Commission on June 20, 2003).
(a) (2)	Form of ADS Letter of Transmittal (incorporated herein by reference to Exhibit 99.1 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).
(a) (3)	Form of Declaration of Acceptance and Assignment (incorporated herein by reference to Exhibit 99.2 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).
(a) (4)	Form of ADS Notice of Guaranteed Delivery (incorporated herein by reference to Exhibit 99.3 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).
(a) (5)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated herein by reference to Exhibit 99.4 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, filed with the Securities and Exchange Commission on June 18, 2003).
(a) (6)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated herein by reference to Exhibit 99.5 of Zimmer Holdings Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).

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- (a) (7) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated herein by reference to Exhibit 99.6 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).
- (a) (8) Swiss Pre-Announcement, dated May 20, 2003, of Zimmer Holdings, Inc. with respect to its offer for Centerpulse registered shares (including shares represented by Centerpulse American depository shares) (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on May 20, 2003).
- (a) (9) Press Release of Zimmer Holdings, Inc., dated May 20, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on May 20, 2003).
- (a) (10) Slide Presentation of Zimmer Holdings, Inc., dated May 20, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on May 20, 2003).
- (a) (11) Published Letter of Zimmer Holdings, Inc., dated May 21, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on May 21, 2003).
- (a) (12) Press Release of Zimmer Holdings, Inc., dated May 29, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on May 30, 2003).

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(a) (13)	Form of Swiss Offer Prospectus (incorporated herein by reference to Exhibit 99.9 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).
(a) (14)	Swiss Offer Prospectus Summary, dated June 19, 2003, (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on June 19, 2003).
(a) (15)	Press Release of Zimmer Holdings, Inc., dated June 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on June 19, 2003).
(a) (16)	Press Release by Zimmer Holdings, Inc., dated June 20, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule

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425 filing made with the Securities and Exchange Commission on June 20, 2003).

- (a) (17) Form of letter to registered holders of Centerpulse shares.*
- (a) (18) Announcement of Zimmer Holdings, Inc., dated July 9, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 9, 2003).
- (a) (19) Press Release of Zimmer Holdings, Inc., dated July 9, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 9, 2003).
- (a) (20) Press Release of Zimmer Holdings, Inc., dated July 16, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 16, 2003).
- (a) (21) Press Release of Zimmer Holdings, Inc., dated July 22, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 22, 2003).
- (a) (22) Press Release of Zimmer Holdings, Inc., dated July 23, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 23, 2003).
- (a) (23) Press Release of Zimmer Holdings, Inc., dated July 23, 2003 (incorporated by herein reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 23, 2003).
- (a) (24) Press Release of Zimmer Holdings, Inc., dated July 25, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s, Rule 425 filing made with the Securities and Exchange Commission on July 25, 2003).
- (a) (25) Transcript of Zimmer Holdings, Inc. Earnings Conference Call held on July 24, 2003 (incorporated herein by reference to Zimmer Holdings Inc.'s Rule 425 filing made with the Securities and Exchange Commission July 25, 2003).

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

- (a) (26) Press Release of Zimmer Holdings, Inc., dated July 30, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on July 30, 2003).

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- (a) (27) Press Release of Zimmer Holdings, Inc., dated August 6, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 6, 2003).
- (a) (28) Press Release of Zimmer Holdings, Inc., dated August 6, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 6, 2003).
- (a) (29) Correspondence to Zimmer Employees and Sales Force Members, dated August 6, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 7, 2003).
- (a) (30) Press Release of Zimmer Holdings, Inc., dated August 13, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 13, 2003).
- (a) (31) Press Release of Zimmer Holdings, Inc., dated August 15, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 18, 2003).
- (a) (32) Employee Newsletter of Zimmer Holdings, Inc., distributed August 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 20, 2003.)
- (a) (33) Press Release of Zimmer Holdings, Inc., dated August 20, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 20, 2003).
- (a) (34) Press Release of Zimmer Holdings, Inc., dated August 21, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 21, 2003).
- (a) (35) Announcement of Zimmer Holdings, Inc., dated August 22, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 22, 2003).
- (a) (36) Press Release of Zimmer Holdings, Inc., dated August 26, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 26, 2003).
- (a) (37) Press Release of Zimmer Holdings, Inc., dated August 28, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on August 28, 2003).
- (a) (38) Press Release of Zimmer Holdings, Inc., dated September 2, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 2, 2003).
- (a) (39) Announcement of Zimmer Holdings, Inc., dated September 2, 2003

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(incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 2, 2003).

- (a) (40) Announcement of Zimmer Holdings, Inc., dated September 2, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 2, 2003).

- (a) (41) Media Release of Zimmer Holdings, Inc., dated September 4, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 4, 2003).

- (a) (42) Presentation Materials of Zimmer Holdings, Inc. made available at Zimmer Holdings, Inc.'s European Investor Meetings on September 4, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 4, 2003).

- (a) (43) Press Release of Zimmer Holdings, Inc., dated September 16, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 16, 2003).

- (a) (44) Press Release of Zimmer Holdings, Inc., dated September 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 19, 2003).

- (a) (45) Announcement of Zimmer Holdings, Inc., dated September 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 19, 2003).

- (a) (46) Announcement of Zimmer Holdings, Inc., dated September 19, 2003 (incorporated herein by reference to Zimmer Holdings, Inc.'s Rule 425 filing made with the Securities and Exchange Commission on September 19, 2003).

- (b) (1) \$1,350,000,000 Revolving Credit and Term Loan Agreement among Zimmer Holdings, Inc., Zimmer, Inc., Zimmer K.K., Zimmer Ltd., the borrowing subsidiaries, and lenders named therein, dated as of June 12, 2003 (incorporated herein by reference to Exhibit 10.27 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 13, 2003).

- (b) (2) \$400,000,000 364-Day Credit Agreement among Zimmer Holdings, Inc., Zimmer, Inc., the borrowing subsidiaries, and lenders named therein, dated as of June 12, 2003 (incorporated herein by reference to Exhibit 10.28 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 13, 2003).

- (d) (1) Agreement, dated as of August 31, 2003, by and among Zimmer Holdings, Inc. and certain shareholders of Incentive Capital AG listed therein.*

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- (g) None.
- (h) (1) Tax opinion of Dewey Ballantine LLP (re: U.S. tax matters) (incorporated herein by reference to Exhibit 8.1 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 19, 2003).
- (h) (2) Tax opinion of Pestalozzi Lachenal Patry (re: Swiss tax matters) (incorporated herein by reference to Exhibit 8.2 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).
- (h) (3) Tax opinion of Bird & Bird (re: U.K. tax matters) (incorporated herein by reference to Exhibit 8.3 of Zimmer Holdings, Inc.'s Registration Statement on Form S-4/A, Registration No. 333-105561, filed with the Securities and Exchange Commission on June 18, 2003).

* Previously filed.