

Volcano Corp  
Form SC TO-C  
December 17, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

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

**VOLCANO CORPORATION**

**(Name of Subject Company (Issuer))**

**CLEARWATER MERGER SUB, INC.**

**a wholly owned subsidiary of**

**PHILIPS HOLDING USA INC.**

**a wholly owned subsidiary of**

**KONINKLIJKE PHILIPS N.V.**

**(Names of Filing Persons (Offerors))**

**Common Stock, par value \$0.001 per share and associated rights to purchase capital stock**

**(Title of Class of Securities)**

**928645100**

(CUSIP Number of Class of Securities)

**Joseph E. Innamorati**

**Clearwater Merger Sub, Inc.**

**3000 Minuteman Road**

**Andover, MA 01810**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)**

*Copies to:*

**Matthew G. Hurd**

**Rita-Anne O Neill**

**Sullivan & Cromwell LLP**

**1888 Century Park East, Suite 2100**

**Los Angeles, CA 90067**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

N/A

**Amount of Filing Fee\*\***

N/A

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to 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 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:  
Form of Registration No.

Not applicable  
Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

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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:

This filing relates solely to preliminary communications made before the commencement of a tender offer for the outstanding shares of Common Stock, par value \$0.001 per share, including any associated rights to purchase capital stock, of Volcano Corporation ( Volcano ) by Clearwater Merger Sub, Inc. ( Purchaser ), a wholly owned subsidiary of Philips USA Holding Inc. ( Parent ), a wholly owned subsidiary of Koninklijke Philips N.V.

## **Additional Information**

The tender offer described in herein (the Offer ) has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell any shares of the common stock of Volcano or any other securities. On the commencement date of the Offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the United States Securities and Exchange Commission (the SEC ) by Philips and a Solicitation/Recommendation Statement on Schedule 14D-9 will be filed with the SEC by Volcano. The offer to purchase shares of Volcano common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** The tender offer statement will be filed with the SEC by Purchaser, and the solicitation/recommendation statement will be filed with the SEC by Volcano. Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing such requests to the Information Agent for the Offer, which will be named in the tender offer statement.

## **Item 12. Exhibits**

99.1 Joint Press Release, dated December 17, 2014.