

GENENCOR INTERNATIONAL INC  
Form SC 13E3/A  
April 15, 2005  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 8  
TO  
SCHEDULE 13E-3

RULE 13E-3 TRANSACTION STATEMENT UNDER  
SECTION 13(E) OF THE SECURITIES EXCHANGE ACT OF 1934

GENENCOR INTERNATIONAL, INC.

(Name of the Issuer)

\_\_\_\_\_  
GENENCOR INTERNATIONAL, INC.

(Name of Person(s) Filing Statement)

\_\_\_\_\_  
Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

368709 10 1  
(CUSIP Number of Class of Securities)

**Jean-Jacques Bienaimé**

Genencor International, Inc.  
925 Page Mill Road  
Palo Alto, CA 94304  
(650) 846-7500

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

With a Copy to:

**Keith A. Flaum, Esq.**

Cooley Godward LLP  
5 Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306-2155  
(650) 843-5000

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.

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

Calculation of Filing Fee

Transaction	Amount of filing fee (2)
Valuation (1) \$676,053,224	\$79,572

(1) For purposes of calculating fee only. This amount is based upon the purchase of 35,119,648 shares of Common Stock, par value \$0.01 per share, of Genencor International, Inc., at a purchase price of \$19.25 per share net in cash.

(2) Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 6 issued by the Securities and Exchange Commission on December 9, 2004, is based on a fee rate of \$117.70 per million dollars of the Transaction Valuation.

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: \$79,572

Form or Registration No.: Schedule TO

Filing Party: Danisco A/S, Danisco Holding USA Inc., DH Subsidiary Inc. and A/S PSE 38 nr. 2024

Date Filed: February 15, 2005

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This Amendment No. 8 amends and supplements the Schedule 13E-3 initially filed with the Securities and Exchange Commission on February 15, 2005, as amended by Amendment No. 1 on February 16, 2005, by Amendment No. 2 on February 22, 2005, by Amendment No. 3 on March 9, 2005, by Amendment No. 4 on March 17, 2005, by Amendment No. 5 on March 22, 2005, by Amendment No. 6 on March 25, 2005 and by Amendment No. 7 on April 5, 2005 (the "Schedule 13E-3"), relating to the tender offer by DH Subsidiary Inc. ("Acquisition Sub"), a Delaware corporation and indirect wholly-owned subsidiary of Danisco A/S, a Danish corporation ("Danisco"), to purchase all of the outstanding shares of Genencor common stock, \$0.01 par value per share (the "Shares") not owned by Danisco and its subsidiaries, for a purchase price of \$19.25 per Share, net to each selling stockholder in cash, without interest thereon, upon the terms and subject to the conditions set forth in Danisco's Offer to Purchase dated February 15, 2005, as amended by supplement (the "Supplement") dated March 9, 2005 (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal" which together with the Offer to Purchase, as amended and supplemented

from time to time, constitute the "Offer"). Copies of the Offer to Purchase, the Letter of Transmittal and the Supplement have been filed as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(xiv), respectively, to the Schedule TO (as defined below). Danisco, Acquisition Sub, Danisco Holding USA Inc. and A/S PSE 38 nr. 2024 filed a Tender Offer Statement on Schedule TO relating to the Offer on February 15, 2005, as amended by Amendment No. 1 on March 9, 2005, by Amendment No. 2 on March 17, 2005, by Amendment No. 3 on March 22, 2005, by Amendment No. 4 on March 25, 2005, by Amendment No. 5 on April 5, 2005 and by Amendment No. 6 on April 15, 2005 (the "Schedule TO").

The following is added as the last paragraph in Items 1, 4, 8 and 15 of the Schedule 13E-3:

On April 15, 2005, Danisco announced that the competition authorities of Germany have finished their review relating to Danisco's agreements to acquire the balance of Genencor International, Inc. and have granted clearance of these transactions. The tender offer is expected to expire as scheduled on Tuesday, April 19, 2005, at 5:00 p.m. New York City time, and Danisco will accept all tendered Shares, subject to the continued satisfaction of the conditions of the Offer.

Item 16. Exhibits.

The following exhibit is filed herewith or incorporated by reference:

Exhibit	Description
(a)(1)(xiii)	Press release issued by DH Subsidiary, Inc., dated April 15, 2005 (incorporated by reference to Exhibit (a)(1)(xviii) of the Schedule TO).

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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.

GENENCOR INTERNATIONAL, INC.

By: /s/ Margaret A. Horn

Name: Margaret A. Horn

Title: Senior Vice President,

General Counsel

Dated: April 15, 2005

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