

CONVERIUM HOLDING AG

Form SC 14D9/A

April 24, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

CONVERIUM HOLDING AG
(Name of Subject Company)

CONVERIUM HOLDING AG
(Name of Person Filing Statement)

Registered Shares, Nominal Value CHF 5 Per Share
American Depositary Shares, each representing one half of one Registered Share
(Title of Class of Securities)

Registered Shares*
American Depositary Shares (CUSIP: 21248N107)
(CUSIP Number of Class of Securities)

Christian Felderer
Converium Holding AG
Dammstrasse 19
CH-6301 Zug
Switzerland
+41 44 639 9335

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

With copies to:

**Gregory B. Astrachan, Esq.
Willkie Farr & Gallagher LLP
1 Angel Court
London EC2R 7HJ
England
+44 207 696 5455**

*There is no CUSIP number assigned to the Registered Shares.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 3 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission (the *Commission*) on April 13, 2007 (as subsequently amended, the *Schedule 14D-9*) by Converium Holding AG, a company organized under the laws of Switzerland (the *Company* or *Converium*), relating to the unsolicited exchange offer (the *Offer*) by SCOR, S.A. (*SCOR*) disclosed in the Offer Prospectus of SCOR filed with the Swiss Takeover Board on April 5, 2007 (as may be amended from time to time, the *Offer Prospectus*). The terms and conditions under which the Offer is made are set forth in the Offer Prospectus. Under the terms of the Offer, each of the Company's registered shares, par value 5 Swiss Francs (*CHF*) per share (the *Shares*) may be exchanged for 0.5 ordinary shares, with a nominal value of 7.8769723, of SCOR, and CHF 4, the cash portion of which may be reduced by the gross amount of any dilutive effects in respect of the Shares prior to the consummation of the Offer. The Offer is governed by the laws of Switzerland and is extended to all holders of Shares located outside of the United States and Japan. The Offer Prospectus indicates that the Offer is not extended to holders of the Company's ADSs, regardless of whether such ADSs are held by persons outside of the United States or Japan. The purpose of this Amendment No. 3 is to amend and supplement information contained in Item 2(b) and Item 8 of the Schedule 14D-9.

Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

Item 2. *Identity and Background of Filing Person.*

(b) *Tender Offer of the Purchaser*

Item 2(b) is hereby amended and supplemented as follows:

On April 20, 2007, the Swiss Takeover Board extended the Cooling Off Period for an additional ten Swiss trading days (the *Extended Cooling Off Period*). According to SCOR's press release dated April 23, 2007, following the Extended Cooling Off Period, the Offer will remain open for acceptance from May 8, 2007 until June 6, 2007, 4:00 p.m. CET, subject to extensions in accordance with the provisions of the Offer Prospectus.

Item 8. *Additional Information to be Furnished.*

Item 8 is hereby amended and supplemented as follows:

Regulatory Matters

Antitrust Approvals.

European Commission. The European Commission approved SCOR's proposed acquisition of control over Converium on April 20, 2007.

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.

CONVERIUM HOLDING AG

Name: Christian Felderer

By: /s/ Christian Felderer

Title: General Legal Counsel

Dated: April 24, 2007