

SCHERING AKTIENGESELLSCHAFT
Form SC 13D/A
June 21, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

SCHERING AKTIENGESELLSCHAFT

(Name of Issuer)

Ordinary Shares, no par value

(Title of Class of Securities)

DE0007172009

(CUSIP Number of Class of Securities)

**American Depositary Shares
(each representing one Ordinary Share)**

(Title of Class of Securities)

806585204

(CUSIP Number of Class of Securities)

**Dr. Roland Hartwig
Bayer Aktiengesellschaft
Bayerwerk, Gebaeude W11
Kaiser-Wilhelm-Allee
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Germany
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(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)

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June 21, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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CUSIP No. DE0007172009, 806585204

13D

1. Names of Reporting Persons
 Dritte BV GmbH
 I.R.S. Identification No. of above person (entities only)

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Source of Funds
 AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
 Federal Republic of Germany

Number of
 Shares
 Beneficially

7. Sole Voting Power
 0

Owned by
 Each
 Reporting

8. Shared Voting Power
 122,200,944

Person
 With

9. Sole Dispositive Power
 0

10. Shared Dispositive Power
 122,200,944

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 122,200,944

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
 63.9792%(1)

14. Type of Reporting Person (See Instructions)
 OO

(1) The calculation of the foregoing percentage is based on 191,000,875 outstanding bearer shares ("Shares") with no par value of Schering Aktiengesellschaft ("Schering AG"), including Shares represented by American Depositary Shares ("ADSs").

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CUSIP No. DE0007172009, 806585204

13D

1. Names of Reporting Persons
 Bayer Aktiengesellschaft
 I.R.S. Identification No. of above person (entities only)

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Source of Funds
 WC, BK, OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
 Federal Republic of Germany

Number of
 Shares
 Beneficially

7. Sole Voting Power
 0

Owned by
 Each
 Reporting

8. Shared Voting Power
 122,200,944

Person
 With

9. Sole Dispositive Power
 0

10. Shared Dispositive Power
 122,200,944

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 122,200,944

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares o

13. Percent of Class Represented by Amount in Row (11)
 63.9792%(2)

14. Type of Reporting Person
 OO

(2) The calculation of the foregoing percentage is based on 191,000,875 outstanding Shares, including Shares represented by ADSs.

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This Amendment No. 2 amends and supplements the statement on Schedule 13D, filed with the Securities and Exchange Commission (the "SEC") on June 19, 2006 (as amended by Amendment No. 1 and as may be further amended from time to time, the "Schedule 13D"), with respect to the outstanding bearer shares with no par value ("Shares"), including Shares represented by American Depositary Shares ("ADSs"), of Schering Aktiengesellschaft, a German stock corporation ("Schering AG"). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Unless otherwise indicated herein, terms used but not defined in this Amendment No. 2 shall have the same respective meanings herein as are ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Taxation

The section entitled "Management" is hereby amended by supplementing it with the following new paragraph:

On June 21, 2006, Bayer AG announced that it plans to hold an extraordinary stockholders' meeting of Schering AG in September 2006 after which the board of management of the new Bayer-Schering-Pharma would be chaired by Arthur Higgins and would also include Dr. Ulrich Köstlin, Prof. Marc Rubin, Dr. Gunnar Reimann and Werner Baumann. The three other current members of the Schering AG board Dr. Karin Dorrepaal, Prof. Rainer Mettenich and Dr. Jörg Spiekerkötter will not serve on the management board of Bayer-Schering-Pharma. The present management board of Schering AG will remain in office until the extraordinary stockholders' meeting and assist with the integration.

The Section entitled "Supervision Board" is hereby amended by supplementing it with the following new paragraph:

On June 21, 2006, Bayer AG announced that the supervisory board of the new Bayer-Schering-Pharma would be chaired by Werner Wenning and vice-chaired by Dr. Hubertus Erlen.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following exhibits:

Exhibit 11 Joint Press Release of Bayer AG and Schering AG, June 21, 2006

Exhibit 12 Press Release Regarding New Designated Board of Management, June 21, 2006

THE INFORMATION IN THIS SCHEDULE 13D IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OR ADSS. THE TERMS AND CONDITIONS OF THE OFFER HAVE BEEN PUBLISHED IN THE OFFER DOCUMENT AFTER THE PERMISSION OF THE GERMAN FEDERAL FINANCIAL SUPERVISORY AUTHORITY (*BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGS AUFSICHT*, BAFIN) WAS OBTAINED ON APRIL 12, 2006. PURCHASER AND BAYER AG ALSO HAVE FILED A TENDER OFFER STATEMENT ON SCHEDULE TO (THE "TENDER OFFER STATEMENT") WITH THE SECURITIES EXCHANGE COMMISSION (THE "SEC") WITH RESPECT TO THE OFFER. INVESTORS AND HOLDERS OF SHARES AND ADSS ARE STRONGLY ADVISED TO READ THE TENDER OFFER STATEMENT AND OTHER RELEVANT DOCUMENTS REGARDING THE OFFER FILED BY PURCHASER AND BAYER AG WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION. INVESTORS AND HOLDERS OF SHARES AND ADSS WILL BE ABLE TO RECEIVE THESE DOCUMENTS FREE OF CHARGE AT THE SEC'S WEB SITE ([HTTP://WWW.SEC.GOV](http://www.sec.gov)), OR AT BAYER AG'S WEB SITE ([HTTP://WWW.BAYER.COM](http://www.bayer.com)).

Signatures

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 21, 2006

Bayer Aktiengesellschaft

By: /s/ DR. ROLAND HARTWIG

Name: Dr. Roland Hartwig
Title: General Counsel

By: /s/ DR. ALEXANDER ROSAR

Name: Dr. Alexander Rosar
Title: Head of Investor Relations

Dritte BV GmbH

By: /s/ DR. ARMIN BUCHMEIER

Name: Dr. Armin Buchmeier
Title: Managing Director

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Signatures