

AKZO NOBEL NV
Form 6-K
August 06, 2007

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

August 6 , 2007

Report of Foreign issuer

**Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934**

(Commission file number) 0 - 017444

Akzo Nobel N.V.
(Translation of registrant's name into English)

76, Velperweg, 6824 BM Arnhem, the Netherlands
(Address of principal executive offices)

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Further proposal from Akzo Nobel

Arnhem, the Netherlands, August 6, 2007 - Akzo Nobel NV (Akzo Nobel) confirms that it has made a further indicative proposal to the Board of Imperial Chemical Industries PLC (ICI) under which Akzo Nobel would acquire ICI for 670p per share in cash.

In addition, ICI shareholders would receive a second interim dividend of up to 5p per share paid pro rata by reference to where the completion date of the proposed offer falls between July 1, 2007 and December 31, 2007.

Akzo Nobel was able to make this increased proposal after further discussions with both ICI and Henkel KGaA (Henkel).

As announced on 30 July 2007, Akzo Nobel has entered into an exclusive arrangement with Henkel for the sale, following completion of its proposed offer, of ICI s Adhesives and Electronic Materials businesses. The consideration payable under this arrangement is £2.7 billion (calculated on a cash and debt free basis).

Akzo Nobel and Henkel have negotiated a back to back agreement relating to this proposed sale which, subject to the approval of Henkel s Shareholders Committee, they would intend to execute immediately prior to the formal announcement of an offer by Akzo Nobel for ICI. The exclusivity agreement with Henkel enables both Akzo Nobel and Henkel to each focus on the businesses that offer them most synergies thereby meeting their respective stated strategic and financial objectives. It would also allow Akzo Nobel to return further cash to its shareholders.

The Board of ICI has agreed that Akzo Nobel can undertake certain limited due diligence.

There can be no certainty that Akzo Nobel s further indicative proposal will result in any offer or transaction. A further announcement will be made when appropriate.

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Note to editors

Akzo Nobel is a Fortune Global 500 company and is listed on both the Euronext Amsterdam and NASDAQ stock exchanges. It is also included on the Dow Jones Sustainability Indexes and FTSE4Good Index. Based in the Netherlands, we are a multicultural organization serving customers throughout the world with coatings, chemicals and human and animal healthcare products. We employ around 62,000 people and conduct our activities in these four segments, with operating subsidiaries in more than 80 countries. Consolidated revenues for 2006 totaled EUR 13.7 billion. The financial results for the third quarter will be published on October, 23, 2007.

Internet: www.akzonobel.com

Not for publication for more information

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Safe Harbor Statement*

This press release may contain statements which address such key issues as Akzo Nobel's growth strategy, future financial results, market positions, product development, pharmaceutical products in the pipeline, and product approvals. Such statements should be carefully considered, and it should be understood that many factors could cause forecasted and actual results to differ from these statements. These factors include, but are not limited to, price fluctuations, currency fluctuations, progress of drug development, clinical testing and regulatory approval, developments in raw material and personnel costs, pensions, physical and environmental risks, legal issues, and legislative, fiscal, and other regulatory measures. Stated competitive positions are based on management estimates supported by information provided by specialized external agencies. For a more comprehensive discussion of the risk factors affecting our business please see our Annual Report on Form 20-F filed with the United States Securities and Exchange Commission, a copy of which can be found on the company's corporate website www.akzonobel.com.

* Pursuant to the U.S. Private Securities Litigation Reform Act 1995.

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the Takeover Code (the Code), if any person is, or becomes, interested (directly or indirectly) in one per cent. or more of any class of relevant securities of ICI, all dealings in any relevant securities of that company (including by means of an option in respect of, or a derivative referenced to, any such relevant securities) must be publicly disclosed by no later than 3.30 p.m. (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the offer period otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an interest in relevant securities of ICI, they will be deemed to be a single person for the purposes of Rule 8.3 of the Code.

Under the provisions of Rule 8.1 of the Code, all dealings in relevant securities of ICI by Akzo Nobel or ICI, or by any of their respective associates, must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose relevant securities dealings should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at www.thetakeoverpanel.org.uk. Interests in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an interest by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8 of the Code, you should consult the Panel.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf of the undersigned, thereto duly authorized.

Akzo Nobel N.V.

Name R.J. Frohn

:

Title : Chief Financial Officer

Name J.J.M. Derckx

:

Title : Director External Reporting

Dated : August 6, 2007
