

CTI MOLECULAR IMAGING INC
Form SC TO-C
March 18, 2005

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

CTI Molecular Imaging, Inc.

(Name of Subject Company)

Siemens Aktiengesellschaft

(Name of Filing Persons (Offeror))

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

22943D105

(CUSIP Number of Class of Securities)

Kenneth R. Meyers, Esq.

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Siemens Corporation

153 East 53rd Street

New York, New York 10022

(212) 258-4797

(Name Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of filing persons)

Copy to:

Stephen M. Besen, Esq.

Shearman & Sterling LLP

599 Lexington Avenue

New York, New York 10022

(212) 848-4000

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
Not Applicable	Not Applicable

.. 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: _____

Filing Party: _____

Form or Registration No.: _____

Date Filed: _____

b Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

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- .. 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: ..

EXHIBIT INDEX

Exhibit

No.

- | | |
|------|--|
| 99.1 | Press release dated March 18, 2005. |
| 99.2 | Frequently Asked Questions: Customers, available March 18, 2005. |
| 99.3 | Frequently Asked Questions: Employees, available March 18, 2005. |
| 99.4 | Frequently Asked Questions: Background for Press/Analysts, available March 18, 2005. |