

ENDESA SA  
Form SC TO-C  
December 14, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Schedule TO**

**Tender Offer Statement under Section 14(d)(1)  
of the Securities Exchange Act of 1934**

**ENDESA, S.A.**

---

(Name of Subject Company (issuer))

**E.ON Zwölfte Verwaltungs GmbH  
E.ON AG**

---

(Names of Filing Persons (offerors))

**Ordinary shares, nominal value €1.20 each  
American Depositary Shares, each representing the right to receive one ordinary share**

---

(Titles of Classes of Securities)

**Ordinary Shares, ISIN ES0130670112  
American Depositary Shares, CUSIP 00029274F1, ISIN US29258N1072**

---

(CUSIP and ISIN Numbers of Classes of Securities)

**Mr. Karl-Heinz Feldmann  
Senior Vice President and General Counsel  
E.ON AG  
E.ON - Platz  
D-40479 Düsseldorf, Germany  
011 49-211-45 79-0**

---

(Name, address and telephone number of  
person authorized to receive notices and communications on behalf of filing persons)

**Copy to:  
Richard Hall, Mark I. Greene  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000**



**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not Applicable\*

**Amount of Filing Fee**  
Not Applicable\*

\* Pursuant to General Instruction D to Schedule TO, no filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

- 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: N.A.

Form or Registration No.: N.A.

Filing Party: N.A.

Form: N.A.

Date Filed: N.A.

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

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

- 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

**Item 12. Exhibits.**

Item 12 is hereby amended and supplemented by adding thereto:

| <b>Exhibit</b> | <b>Description</b>                      |
|----------------|---|
| (a)(5)(LLL)    | Press Release                           |
| (a)(5)(MMM)    | Presentation Investment Plan 2007-2009  |
| (a)(5)(NNN)    | Conference Call, Speech by Dr. Bernotat |
| (a)(5)(OOO)    | Conference Call, Speech by Dr. Schenck  |

**Exhibit Index.**

The Exhibit Index is hereby amended and supplemented by adding thereto:

| <b>Exhibit</b>     | <b>Description</b>                      |
|--------------------|---|
| <b>(a)(5)(LLL)</b> | Press Release                           |
| <b>(a)(5)(MMM)</b> | Presentation Investment Plan 2007-2009  |
| <b>(a)(5)(NNN)</b> | Conference Call, Speech by Dr. Bernotat |
| <b>(a)(5)(OOO)</b> | Conference Call, Speech by Dr. Schenck  |

4