

ABB LTD
Form SC 13D/A
May 12, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

ABB Ltd
(Name of Issuer)
Registered Shares, par value CHF 1.03
(Title of Class of Securities)
ISIN CH0012221716
(CUSIP Number)
Richard Bernstein, Esq.

Lowenstein Sandler LLP

1251 Avenue of the Americas, 17th Floor

New York, New York 10020

(646) 414-6842
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 6, 2014
(Date of Event Which Requires Filing of this Statement)

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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.

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.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. ISIN CH0012221716

1. Names of Reporting Persons. I.R.S.

Identification Nos. of above persons (entities only):

Investor AB

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions): WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e): Not Applicable

6. Citizenship or Place of

Organization: Kingdom of Sweden

| | | |
|-----------|---------|--------------|
| | 7. Sole | |
| Number of | Voting | 190,565,142* |
| | Power: | |

| | | |
|--------------|-----------|----|
| | 8. Shared | |
| Shares | Voting | 0* |
| Beneficially | Power: | |

Owned by

| | | |
|----------------|-------------|--------------|
| | 9. Sole | |
| Each Reporting | Dispositive | 190,565,142* |
| | Power: | |

| | | |
|-------------|-------------|----|
| | 10. Shared | |
| Person With | Dispositive | 0* |
| | Power: | |

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 190,565,142*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Not

Applicable

13. Percent of Class Represented by Amount in Row (11): 8.3%*

14. Type of Reporting Person (See Instructions): HC

*As of May 12, 2014 (the "Filing Date"), Investor AB, a limited liability company incorporated under the laws of the Kingdom of Sweden (the "Reporting Person"), through one or more intermediate entities, possesses the sole power to vote and the sole power to direct the disposition of all securities of ABB Ltd, a limited liability company incorporated under the laws of Switzerland (the "Company"), held by the Reporting Person. Based upon the Company's disclosure set

forth on its investor relations web page, viewed as of the Filing Date, as of April 30, 2014, there were 2,301,543,475 issued and outstanding Registered Shares, par value CHF 1.03 (the "Registered Shares"). Thus, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Act"), the Reporting Person is deemed to beneficially own 8.3% of the Registered Shares issued and outstanding as of the Filing Date. In addition to the Registered Shares held by the Reporting Person and deemed beneficially owned by the Reporting Person, executive officers and directors of the Reporting Person (collectively, the "Executive Officers and Directors") hold Registered Shares. One of the Executive Officers and Directors is a member of the Company's Board of Directors and holds 180,158 Registered Shares. Pursuant to Rule 13d-4 under the Act, the Reporting Person disclaims the beneficial ownership of any Registered Shares held by the Executive Officers and Directors.

Item 1. Security and Issuer.

Item 1 of this Schedule 13D is hereby amended and restated in its entirety as follows:

The class of equity securities to which this Schedule 13D relates is the Registered Shares, par value CHF 1.03 (the “Registered Shares”), of ABB Ltd, a limited liability company incorporated under the laws of Switzerland (the “Company”). The principal executive offices of the Company are located at Affolternstrasse 44, CH-8050 Zurich, Switzerland.

Item 2. Identity and Background.

Item 2 of this Schedule 13D is hereby amended and restated in its entirety as follows:

This statement is being filed by Investor AB (the “Reporting Person”), a limited liability company incorporated under the laws of the Kingdom of Sweden, whose business address is Arsenalsgatan 8c, S-103 32 Stockholm, Sweden. The Reporting Person is a publicly held limited liability company engaged principally in business as a diversified industrial holding company. The Reporting Person, through one or more intermediate entities, possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the Reporting Person.

During the last five years, neither the Reporting Person nor any executive officers and directors of the Reporting Person (collectively, the “Executive Officers and Directors”) as set forth on Schedule A annexed hereto, to the best of the Reporting Person’s knowledge and belief, have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), or have been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which the Reporting Person, or any of the Executive Officers and Directors, was, or now is, subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of this Schedule 13D is hereby amended and restated in its entirety as follows:

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All of the Reporting Person's funds used in making the purchases of the Registered Shares described in this Schedule 13D came from the general assets of the Reporting Person. The aggregate amount of funds used to make the purchases of the Registered Shares set forth in Item 5 of this Schedule 13D Amendment Number 3 was approximately USD 59,584,000. The Registered Shares were purchased using Swiss Francs and Swedish Krona. For the purposes of this Schedule 13D Amendment Number 3, a conversion rate of (a) USD 1.00 for each CHF 0.89 and (b) USD 1.00 for each SEK 6.56 was used.

Item 4. Purpose of Transaction.

Item 4 of this Schedule 13D is hereby amended and restated in its entirety as follows:

The acquisition of the securities referred to herein is for investment purposes. Except as otherwise set forth in this Schedule 13D, the Reporting Person has no present plans or proposals which relate to, or would result in, any of the transactions required to be described in Item 4 of this Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of this Schedule 13D is hereby amended and restated in its entirety as follows:

As of May 12, 2014 (the "Filing Date"), the Reporting Person, through one or more intermediate entities, possesses the sole power to vote and the sole power to direct the disposition of all securities of the Company held by the Reporting Person. Based upon the Company's disclosure set forth on its investor relations web page, viewed as of the Filing Date, as of April 30, 2014, there were 2,301,543,475 issued and outstanding Registered Shares. Thus, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Act"), the Reporting Person is deemed to beneficially own 8.3% of the Registered Shares issued and outstanding as of the Filing Date.

In addition to the Registered Shares held by the Reporting Person and deemed beneficially owned by the Reporting Person, Executive Officers and Directors hold Registered Shares. One of the Executive Officers and Directors is a member of the Company's Board of Directors and holds 180,158 Registered Shares. Pursuant to Rule 13d-4 under the Act, the Reporting Person disclaims the beneficial ownership of any Registered Shares held by the Executive Officers and Directors.

The following table sets forth the purchase transactions (each of which were purchases effected in an ordinary brokerage transaction) which required the filing of this Schedule 13D Amendment Number 3 with respect to the Registered Shares, or securities convertible into, exercisable for, or exchangeable for, Registered Shares, by the Reporting Person, or any person or entity controlled by the Reporting Person, or any person or entity for which the Reporting Person possesses voting or investment control over the securities thereof:

Transaction Date Number of Registered Shares Purchase Price Per Share in US Dollars*

| | | |
|----------------|---------|---------|
| April 30, 2014 | 549,242 | \$24.34 |
| May 2, 2104 | 325,000 | \$23.93 |
| May 5, 2014 | 310,000 | \$23.32 |
| May 6, 2014 | 300,000 | \$23.06 |
| May 7, 2014 | 300,000 | \$23.03 |
| May 8, 2014 | 300,000 | \$23.05 |
| May 9, 2014 | 300,000 | \$23.07 |
| May 12, 2014 | 150,000 | \$23.64 |

*The Registered Shares were purchased using Swiss Francs and Swedish Krona. For the purposes of this Schedule 13D Amendment Number 3, a conversion rate of (a) USD 1.00 for each CHF 0.89 and (b) USD 1.00 for each SEK 6.56 was used.

Other than as set forth in the table above, there were no transactions in the Registered Shares (or securities convertible into, exercisable for, or exchangeable for, Registered Shares) by the Reporting Person or any other person or entity controlled by Reporting Person, or any person or entity for which the Reporting Person possesses voting or investment control, during the period commencing sixty (60) days prior to May 6, 2014, the date of the event which required the filing of this Schedule 13D, and ending on the Filing Date.

Nothing set forth herein shall be construed as an admission by the Reporting Person, or any other person or entity, that the Reporting Person, or any other person or entity, is the beneficial owner of any of the Company's securities that are beneficially owned by any other person or entity for the purposes of Section 13(d) of the Act, or for any other purposes.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of this Schedule 13D is hereby amended and restated in its entirety as follows:

From time to time, the Reporting Person may sell one or more put options with respect to the Company's securities (the "Put Options"). The Put Options may be exchange traded options or over-the-counter options, each entered into with one or more third party market participants. As of the Filing Date, the Reporting Person has one American style Put Option outstanding.

Except as otherwise described herein, no contracts, arrangements, understandings, or similar relationships exist with respect to the securities of the Company between the Reporting Person, or any other person or entity controlled by Reporting Person, or any person or entity for which the Reporting Person possesses voting or investment control, and any other person or entity.

Item 7. Material to be Filed as Exhibits.

Item 7 of this Schedule 13D is hereby amended and restated in its entirety as follows:

No Exhibits.

[signatures follow on the next page]

SIGNATURE

After reasonable 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.

May 12, 2014

INVESTOR AB

By: /s/ Börje Ekholm
Name: Börje Ekholm
Title: Authorized Signatory

By: /s/ Petra Hedengran
Name: Petra Hedengran
Title: Authorized Signatory

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

SCHEDULE A**EXECUTIVE OFFICERS AND DIRECTORS**

| Name | Position | Citizenship | Present Principal Occupation | Business Address |
|-----------------------|-----------------------------|----------------------|---|--|
| Jacob Wallenberg | Chairman | Swedish | Chairman of the Board | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Sune Carlsson | Vice Chairman | Swedish | Vice Chairman of the Board | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Gunnar Brock | Director | Swedish | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Börje Ekholm | Director, Executive Officer | American and Swedish | President, CEO, and Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Tom Johnstone | Director | British | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Magdalena Gerger | Director | Swedish | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Grace Reksten Skaugen | Director | Norwegian | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| O. Griffith Sexton | Director | American | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Hans Stråberg | Director | Swedish | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Lena Treschow Torell | Director | Swedish | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Peter Wallenberg, Jr. | Director | Swedish | Director | Arsenalsgatan 4, SE-103 22 Stockholm, Sweden |
| Marcus Wallenberg | Director | Swedish | Director | Arsenalsgatan 4, SE-103 22 Stockholm, Sweden |
| Johan Forssell | Managing Director | Swedish | Head of Core Investments | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Petra Hedengran | Managing Director | Swedish | General Counsel and Head of Corporate Governance and Compliance | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Lennart Johansson | Managing Director | Swedish | Head of Financial Investments | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Susanne Ekblom | Managing Director | Swedish | Chief Financial Officer | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |
| Josef Ackermann | Director | Swiss | Director | Arsenalsgatan 8C, SE-103 32 Stockholm, Sweden |