

POWERGEN PLC
Form SC TO-C
April 09, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934.

Powergen plc
(Name of Subject Company)

E.ON AG
(Name of Filing Person (Offeror))

**Ordinary Shares of 50p each,
and
American Depositary Shares evidenced by American Depositary Receipts, each
American Depositary Share evidencing Ordinary Shares of 50p each**
(Title of Class of Securities)

G7203R 178, 7389054054
(CUSIP Numbers of Class of Securities)

**Michael C. Wilhelm
E.ON AG
Benningsenplatz 1
40474 Dusseldorf
Germany
011 49 211 4579 200**

Copies to:

**Edward F. Greene
Cleary, Gottlieb, Steen & Hamilton
City Place House
55 Basinghall Street
London EC2V 5EH
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011 44 20 7614 2200**

(Name, Address and Telephone Numbers of Persons
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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The following is the presentation given to analysts and investors on April 9, 2001 in London in connection with the announcement of a pre-conditional cash offer by E.ON AG for all of the issued and to be issued share capital of Powergen plc. The press release and other documents related to the pre-conditional offer will be filed separately with the Securities and Exchange Commission.

