

HANSON PLC
Form 6-K
June 25, 2007

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

For the Month of June, 2007

HANSON PLC

(Translation of registrant's name into English)

1 Grosvenor Place, London, SW1X 7JH, England

(Address of principal executive office)

[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40F.]

Form 20-F Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes No

For immediate release

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION
CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

OFFER UPDATE

**Recommended acquisition (the "Acquisition")
of
Hanson PLC ("Hanson")
by
Lehigh UK Limited ("Lehigh")
a wholly owned direct subsidiary of**

Edgar Filing: HANSON PLC - Form 6-K

HeidelbergCement AG ("HeidelbergCement")

Posting of Scheme Document and Trading Update

On 15 May 2007, Hanson and HeidelbergCement announced that they had reached agreement on the terms of the Scheme, the entire issued and to be issued share capital of Hanson at a price of 1100 pence in cash for each share.

It is intended that the Acquisition will be implemented by way of a Court approved procedure ("Scheme") under section 425 of the Companies Act 1985 (the "Act"). Hanson now announces that it has prepared a Scheme Document containing, inter alia, the terms of the Scheme, an explanatory statement (in compliance with the requirements of the Act), required meetings, a timetable of principal events, and details of the action to be taken by Hanson on behalf of all Hanson Shareholders, ADS Holders and CDI Holders.

As described in the Scheme Document, the Scheme will require the approval of Hanson Shareholders at a special resolution at an Extraordinary General Meeting of Hanson. The Court Meeting and the EGM will both be held at The Royal Aeronautical Society, 4 Hamilton Place, Mayfair, London W1J 7BQ on Tuesday 28 July 2007 at 11:15 a.m. respectively. The Scheme will also require the subsequent sanction of the Court and the approval of the Court by the Court. Further details as to the approvals required and the persons entitled to vote are set out in the Scheme Document. Subject to approval at the relevant meetings and the satisfaction and waiver of the conditions in the Scheme Document, the Scheme is expected to become effective on or around August 24, 2007.

Timetable

The following indicative timetable sets out the key dates for implementation of the Scheme. For indicative timetable dates for ADS Holders and CDI Holders, please see Parts IV and V of the Scheme Document.

Event	Time and/or date
Latest time for lodging Forms of Proxy for: Court Meeting	11:00 a.m. on July 29, 2007
Extraordinary General Meeting	11:15 a.m. on July 29, 2007
Voting Record Time Court Meeting	6:00 p.m. on July 29, 2007 11:00 a.m. on July 31, 2007
Extraordinary General Meeting	11:15 a.m. on July 31, 2007
Latest time for lodging Loan Note Form of Election	6:00 p.m. on July 31, 2007
The following dates are subject to change (please see note below) **	
Court Hearing Date (to sanction the Scheme)	August 20, 2007
Last day of dealings in, and for registration of transfers of, Hanson Shares	August 22, 2007
Scheme Record Time Court Hearing Date (to approve the Reduction of Capital)	6:00 p.m. on August 22, 2007 August 23, 2007
Effective Date	August 24, 2007
Cancellation of listing of Hanson Shares	8:00 a.m. on August 30, 2007
Termination of quotation of the CDIs	August 30, 2007
Cancellation of listing of the ADSs	September 4, 2007
Latest date for despatch of cheques/issue of Loan Notes and settlement through CREST	within 14 days of the Effective Date

All references in this announcement to times are to London times.

* If either the Court Meeting or the EGM is adjourned, the Voting Record Time for the relevant meeting will be 6:00 p.m. on the day falling two days before the day of the adjourned meeting.

** These times and dates are indicative only and will depend, among other things, on whether the necessary Regulatory Approvals are obtained and the Court sanctions the Scheme and confirms the Re

FSA Document Viewing Facility

Copies of the Scheme Document have been submitted to the Financial Services Authority and the Financial Services Authority's document viewing facility, which is situated at:

Financial Services Authority
25 The North Colonnade
Canary Wharf
London E14 5HS
Telephone: 020 7066 1000

In addition, the Scheme Document is available on Hanson's website until December 31, 2007 at www.hansonplc.com.

Trading update

Trading for the first half of 2007 remains in line with Hanson's expectations, as set out in the Annual General Meeting of the Company on April 24, 2007, with challenging conditions in North America broadly offset by improvements in other divisions.

In North America, aggregates selling prices have remained robust. However, the residential market, with a prolonged winter season, will result in a challenging first half compared to an unusually strong first half in 2006.

In the UK, both divisions have performed well compared to the first half of 2006, supported by a strong aggregate market and disciplined cost control.

Elsewhere, Hanson's operations in Australia, Asia and Continental Europe have enjoyed a good first half.

At this stage, the Company expects continued weakness in the US residential market and adverse conditions in North America for the second half of the year, with trading in divisions elsewhere remaining robust.

Notes to editors

Hanson is one of the world's largest suppliers of heavy building materials to the construction industry, with a turnover of £4.1bn. The Company's products fall into two categories: "aggregates" (crushed rock, sand and gravel and cement related products) and "building products" (concrete pipes, pre-cast products, concrete blocks and bricks). Hanson employ approximately 26,000 people, operating primarily in North America, with operations in Asia Pacific and Continental Europe.

Any capitalised term used but not defined in this announcement has the same meaning as is given to it in the Company's annual report.

Enquiries:

Hanson

Charlotte Mulford, Media
Catherine Garland

Rothschild (financial adviser to Hanson)

John Deans
Richard Murley
Ed Welsh

Hoare Govett (corporate brokers to Hanson)

Paul Nicholls
Antonia Rowan

Financial Dynamics (PR adviser to Hanson)

Andrew Lorenz
Jon Simmons

Edgar Filing: HANSON PLC - Form 6-K

This announcement is not intended to and does not constitute, or form part of, any offer or in the solicitation of any vote or approval in any jurisdiction pursuant to the Proposals or otherwise solely through the Scheme Document, which contains the full terms and conditions of the Proposals in respect of the Proposals. Any response to the Proposals should be made only on the basis of the Scheme Document.

The availability of the Proposals to persons who are not resident in the United Kingdom may be restricted in certain jurisdictions. Persons who are not so resident should inform themselves about and observe applicable laws in those jurisdictions. Further details in relation to overseas shareholders will be contained in the Scheme Document.

The distribution of this announcement in jurisdictions other than England and Wales may be restricted in certain jurisdictions into whose possession this announcement comes should inform themselves about applicable laws in those jurisdictions. Failure to comply with the applicable restrictions may constitute a violation of the securities laws of those jurisdictions. The announcement has been prepared for the purposes of complying with English Law, and the information contained therein that which would have been disclosed if this announcement had been prepared in accordance with the laws of England and Wales.

Rothschild, which is authorised and regulated by the Financial Services Authority in the United Kingdom, is acting as the financial adviser to Hanson and no one else in connection with the Proposals and will not be responsible to anyone for the accuracy of the information provided or the protections offered to clients of Rothschild nor for providing advice in relation to the Proposals or for any loss in this announcement.

The Loan Notes that may be issued pursuant to the Proposals have not been and will not be registered under the relevant securities laws of any state or territory or other jurisdiction of the United States and will not be offered or sold in the United States, except in a transaction not subject to, or in compliance with, the registration requirements of the Securities Act and such state securities laws.

Any Loan Notes which may be issued pursuant to the Proposals have not been and will not be registered under the laws of Japan and any relevant clearances and registrations have not been, and will not be, obtained from the securities regulator of any province of Canada. No prospectus in relation to the Loan Notes has been, or will be, filed with the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, the Loan Notes may not be offered, sold or distributed, directly or indirectly in or into Canada, Australia or Japan or any other jurisdiction where such registration or other laws of that jurisdiction or would require registration thereof in such jurisdiction.

No other listing authority or equivalent has reviewed, approved or disapproved this announcement and no one else has expressed a view on the accuracy or adequacy of this announcement.

Cautionary note regarding forward-looking statements

This announcement, including information included or incorporated by reference in this announcement, includes "forward-looking statements" under United States securities laws, including statements regarding the expected effects on Hanson or HeidelbergCement of the Proposals, anticipated cost savings and other synergies, potential strategic options, plans for and benefits of integration, the current market position and all other statements in this document other than statements of historical fact. Forward-looking statements, without limitation, statements that typically contain words such as "will", "may", "should", "expects", "estimates", "intends", "anticipates", "projects", "plans" or similar expressions, involve known or unknown risks, uncertainties and other factors because they relate to events or conditions that all occur in the future. Actual results may differ materially from those expressed in the forward-looking statements on a number of factors, including, but not limited to, the satisfaction of the conditions to the completion of the transaction, the behaviour of other market participants, an adverse change in the economic climate, a change in the commercial activity, appropriate consultation with employee representative bodies, a loss of key personnel, the Hanson and HeidelbergCement businesses are successfully integrated. In the case of risks identified in the Hanson PLC Annual Report and Form 20-F 2006, section entitled "Principal risks and uncertainties", the risks and uncertainties relate to factors that are beyond the relevant companies' abilities to control or influence, such as market conditions and the behaviours of other market participants and, therefore, constitute forward-looking statements. The forward-looking statements contained or referred to in this announcement are made by Hanson, HeidelbergCement and Lehigh assumes no obligation and does not intend publicly to update or revise these statements, whether as a result of future events, new information or otherwise, except as required by applicable laws.

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the Takeover Code, if any person is, or becomes, "interested cent. or more of any class of "relevant securities" of Hanson, all "dealings" in any "relevant securities" by means of an option in respect of, or a derivative referenced to, any such "relevant securities" later than 3.30 p.m. (London time) on the London business day following the date of the relevant securities, continue until the date on which the Scheme becomes effective or the "offer period" for the purposes of the two or more persons act together pursuant to an agreement or understanding, whether formal or informal, "relevant securities" of Hanson, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Takeover Code, all "dealings" in "relevant securities" of Hanson, or by any of their respective "associates", must be disclosed by no later than 12 noon on the business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" such securities in issue, can be found on the Takeover Panel's website at www.thetakeoverpanel.org.

"Interests in securities" arise, in summary, when a person has long economic exposure, whether through the price of securities. In particular, a person will be treated as having an "interest" in securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks within this Section headed "Dealing Disclosure Requirements" are defined and also be found on the Takeover Panel's website. If you are in any doubt as to whether or not you are acting under Rule 8 you should consult the Takeover Panel.

END

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorised.

HANSON PLC

By: /s/ Graham Dransfield

Graham Dransfield
Legal Director

Date: June 25, 2007