

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)

x 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.

