

UNILEVER N V  
Form SC14D9C  
February 21, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Rule 14d-101)

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**Solicitation/Recommendation Statement**  
**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

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**UNILEVER N.V.**

(Name of Subject Company)

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**UNILEVER N.V.**

(Name of Person(s) Filing Statement)

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**N.V. New York registry shares each representing one ordinary share of nominal amount of 0.16 each**

(Title of Class of Securities)

**904784709**

(CUSIP Number of Class of Securities)

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**Group Secretary**

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

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With copies to:

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



On 17 February 2017, The Kraft Heinz Company ( **Kraft Heinz** ) announced that it had made a potential offer for all of the shares of Unilever PLC and Unilever N.V. (together, **Unilever** ). On 19 February 2017, Unilever and Kraft Heinz issued a joint statement announcing that Kraft Heinz had amicably agreed to withdraw its proposal for a combination of the two companies.

This Schedule 14D-9 filing contains the joint statement, issued by Unilever and Kraft Heinz, dated 19 February 2017, regarding the withdrawal of Kraft Heinz s potential offer, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Joint statement, issued by Unilever and Kraft Heinz, dated 19 February 2017, regarding the withdrawal of Kraft Heinz's potential offer