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HEXCEL CORP /DE/
Form SC 13G
September 11, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Hexcel Corporation

(Name of Issuer)

Common Stock, Par Value \$0.01

(Title of Class of Securities)

428290 10 0

(CUSIP Number)

September 11, 2002*

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* No change in ownership is being reported on this Schedule 13G. Ciba Specialty Chemicals Holding Inc. and Ciba Specialty Chemicals Corporation (the "Reporting Persons") previously filed Schedule 13D and amendments. Because the Reporting Persons are passive investors, as contemplated by Rule 13d-1 of the Act, the Reporting Persons are filing this Schedule 13G to effect the change from filing Schedule 13D to filing Schedule 13G and will hereafter report their ownership in Hexcel Corporation on Schedule 13G no later than 45 days after December 31 of each year.

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

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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).

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CUSIP No. 428290 10 0

| | | | |
|---|----|---------------------------------------|------------------------------|
| 1. NAME OF REPORTING PERSONS | | | |
| I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | | | |
| Ciba Specialty Chemicals Holding Inc. | | | |
| Ciba Specialty Chemicals Corporation | | | |
| 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | |
| | | | (a) <input type="checkbox"/> |
| | | | (b) <input type="checkbox"/> |
| 3. SEC USE ONLY | | | |
| 4. CITIZENSHIP OR PLACE OF ORGANIZATION | | | |
| | | Ciba Specialty Chemicals Holding Inc. | Switzerland |
| | | Ciba Specialty Chemicals Corporation | Delaware |
| NUMBER OF | 5. | SOLE VOTING POWER | |
| SHARES | | Ciba Specialty Chemicals Holding Inc. | None |
| | | Ciba Specialty Chemicals Corporation | 3,466,748 |
| BENEFICIALLY | 6. | SHARED VOTING POWER | |
| OWNED BY | | Ciba Specialty Chemicals Holding Inc. | None |
| | | Ciba Specialty Chemicals Corporation | None |
| EACH | 7. | SOLE DISPOSITIVE POWER | |
| REPORTING | | Ciba Specialty Chemicals Holding Inc. | None |
| | | Ciba Specialty Chemicals Corporation | 3,466,748 |
| PERSON | 8. | SHARED DISPOSITIVE POWER | |
| WITH | | Ciba Specialty Chemicals Holding Inc. | None |
| | | Ciba Specialty Chemicals Corporation | None |
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| 3,466,748 | | | |
| 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | |
| <input type="checkbox"/> | | | |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | |
| 9.0% | | | |
| 12. TYPE OF REPORTING PERSON* | | | |

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Ciba Specialty Chemicals Holding Inc. HC, CO
Ciba Specialty Chemicals Corporation CO

Note: No change in ownership is being reported on this Schedule 13G. The Reporting Persons named above previously filed Schedule 13D and amendments. Because the Reporting Persons are passive investors, as contemplated by Rule 13d-1 of the Act, the Reporting Persons are filing this Schedule 13G to effect the change from filing Schedule 13D to filing Schedule 13G and will hereafter report their ownership in Hexcel Corporation on Schedule 13G no later than 45 days after December 31 of each year.

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ITEM 1(a) NAME OF ISSUER:
Hexcel Corporation

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
Two Stamford Plaza, 281 Tresser Boulevard,
Stamford, Connecticut 06901-3238

ITEM 2(a) NAME OF PERSON FILING:
Ciba Specialty Chemicals Holding Inc.
Ciba Specialty Chemicals Corporation

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
Ciba Specialty Chemicals Holding Inc.
Klybeckstrasse 141,
CH-4002, Basel,
Switzerland

Ciba Specialty Chemicals Corporation
P.O. Box 2005,
560 White Plains Road,
Tarrytown, New York 10591

ITEM 2(c) CITIZENSHIP:
Ciba Specialty Chemicals Holding Inc.
Ciba Specialty Chemicals Corporation

ITEM 2(d) TITLE OF CLASS OF SECURITIES:
Common Stock

ITEM 2(e) CUSIP NUMBER:
428290 10 0

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR
13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) ☐ Broker or dealer registered under Section 15 of the Act.

(b) ☐ Bank as defined in Section 3(a)(6) of the Act.

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Act.

(d) ☐ Investment company registered under Section 8 of the Investment
Company Act of 1940.

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- (e) [] An investment adviser in accordance with Rule 13(d)-1(b)(1)(ii)(E).
- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G).
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

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- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned: 3,466,748
- (b) Percent of class: 9.0%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
Ciba Specialty Chemicals Holding Inc. None
Ciba Specialty Chemicals Corporation 3,466,748
 - (ii) Shared power to vote or to direct the vote:
Ciba Specialty Chemicals Holding Inc. None
Ciba Specialty Chemicals Corporation None
 - (iii) Sole power to dispose or to direct the disposition of:
Ciba Specialty Chemicals Holding Inc. None
Ciba Specialty Chemicals Corporation 3,466,748
 - (iv) Shared power to dispose or to direct the disposition of:
Ciba Specialty Chemicals Holding Inc. None
Ciba Specialty Chemicals Corporation None

No change in ownership is being reported in this Schedule 13G. The ownership of these shares was previously reported on a Schedule 13D.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.
N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBER OF THE GROUP.
N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.
N/A

ITEM 10. CERTIFICATIONS.
N/A

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.

September 11, 2002

Date

CIBA SPECIALTY CHEMICALS HOLDING INC.

By: /s/ Oliver Strub

Name: Oliver Strub
Title: Senior Corporate Counsel

By: /s/ Max Dettwiler

Name: Max Dettwiler
Title: Head Taxes & Corporate Law

CIBA SPECIALTY CHEMICALS CORPORATION

By: /s/ Eric Finkelman

Name: Eric Finkelman
Title: General Counsel

EXHIBIT A

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing, on behalf of each of them, of a Statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Hexcel Corporation. Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(d) of the Act. Each of the undersigned is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

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CIBA SPECIALTY CHEMICALS HOLDING INC.

By: /s/ Oliver Strub

Name: Oliver Strub
Title: Senior Corporate Counsel

By: /s/ Max Dettwiler

Name: Max Dettwiler
Title: Head Taxes & Corporate Law

CIBA SPECIALTY CHEMICALS CORPORATION

By: /s/ Eric Finkelman

Name: Eric Finkelman
Title: General Counsel