

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**COGENT, INC.**

*(Name of Subject Company (Issuer))*

**3M COMPANY**

**VENTURA ACQUISITION CORPORATION**

*(Names of Filing Persons (Offerors))*

**Common Stock, \$0.001 Par Value Per Share**

*(Title of Class of Securities)*

**19239Y 10 8**

*(CUSIP Number of Class of Securities)*

**Gregg M. Larson**

**Deputy General Counsel and Secretary**

**3M Company**

**3M Center**

**St. Paul, Minnesota 55144**

**(651) 733-2204**

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

**Copies to:**

**Christopher E. Austin**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**(212) 225-2000**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee*
Not Applicable*	Not Applicable*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of the 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:

This filing on Schedule TO relates to a planned tender offer by Ventura Acquisition Corporation ("Purchaser"), a Delaware corporation and an indirect, wholly-owned subsidiary of 3M Company, a Delaware corporation (the "Company"), to purchase all outstanding shares of Common Stock, par value \$0.001 per share, of Cogent, Inc., a Delaware corporation ("Cogent"), to be commenced pursuant to an Agreement and Plan of Merger, dated as of August 29, 2010, by and among the Company, Purchaser and Cogent.

**Additional Information**

The planned tender offer described in this document and the exhibits hereto has not yet been commenced. This document and the exhibits hereto are neither an offer

to purchase nor a solicitation of an offer to sell shares of Cogent. At the time the tender offer is commenced, the Company and Purchaser intend to file a Tender Offer Statement on Schedule TO containing an offer to purchase, forms of letters of transmittal and other documents relating to the tender offer and Cogent intends to file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. The Company, Purchaser and Cogent intend to mail these documents to the stockholders of Cogent. These documents will contain important information about the tender offer and stockholders of Cogent are urged to read them carefully when they become available. Stockholders of Cogent will be able to obtain a free copy of these documents (when they become available) and other documents filed by Cogent, the Company or Purchaser with the Securities and Exchange Commission (the "Commission") at the website maintained by the Commission at [www.sec.gov](http://www.sec.gov). In addition, stockholders will be able to obtain a free copy of these documents (when they become available) from the information agent named in the offer to purchase or from the Company.

#### **Forward-Looking Statements**

This document and the exhibits hereto contain forward-looking statements that involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of the Company and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements about the expected terms of the proposed acquisition; the ability to complete the proposed transaction; the expected benefits and costs of the transaction; management plans relating to the transaction; the expected timing of the completion of the transaction; any statements of the plans, strategies and objectives of management for future operations, including the execution of integration plans; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include that the transaction may not be timely completed, if at all, upon favorable terms; the possibility that expected benefits may not materialize as expected; that, prior to the completion of the transaction, Cogent's business may not perform as expected due to transaction-related uncertainty or other factors; that the Company is unable to successfully implement integration strategies; and other risks that are described in the Company's and Cogent's reports filed with the Commission, including but not limited to the risks described under "Risk Factors" in Part I, Item 1A of the Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and in Part II, Item 1A in the Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2010 and June 30, 2010. The Company and Cogent assume no obligation and do not intend to update these forward-looking statements.

2

---

#### **EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	3M Company Presentation to Cogent, Inc. Employees, dated August 30, 2010
99.2	3M Company Presentation to Cogent, Inc. Employees, dated August 30, 2010

3

---

3M Security Systems



1 © 3M 2010. All Rights Reserved.



3M Security Systems

Welcome

- Today we announced a definitive agreement for 3M's acquisition of Ventura.
- We expect to conclude the agreement sometime in the fourth quarter following all the necessary steps associated with the acquisition of a public company.
- We'll be able to provide more details in the weeks and months ahead.
- In the meantime, it is business as usual.

2 © 3M 2010. All Rights Reserved.



## BACKED BY 3M RESOURCES

\$23.1 billion Sales in 2009

63% Sales outside of US

\$3.2 billion Net Income

\$1.3 billion R&D Spending

\$903 million Capital Spending

75,000 Employees

Source: 3M Company 2009 Year-End Fact Sheet



## STRUCTURE

George Buckley, Chairman, President and CEO

More than 35 business units, organized into six businesses

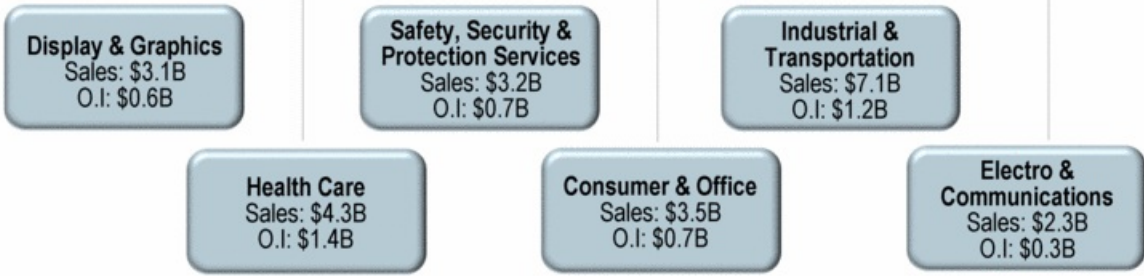
Operations in more than 65 countries

- 35 international companies with manufacturing operations
- 35 with laboratories

6,700 researchers worldwide

Source: 3M Company 2009 Year-End Fact Sheet

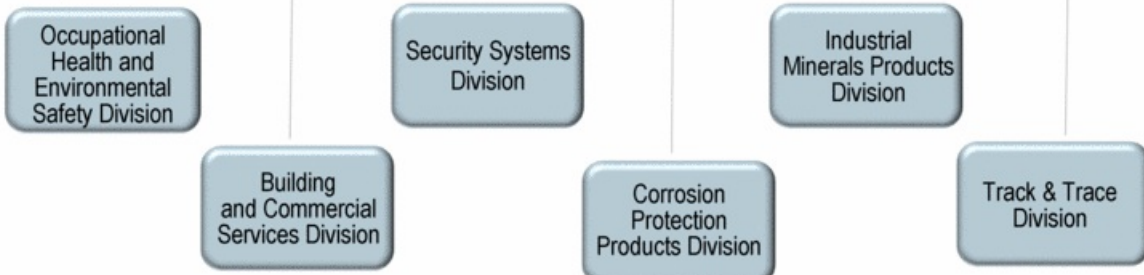




Source: 3M Company 2009 Annual Report



Jean Lobey, Executive VP



Michael Delkoski, VP and GM



Security Materials

Issuance Systems

Authentication Systems

Biometric Identification Systems



Helping protect people, documents and goods



### Trusted partner committed to security

- 30 years industry experience
- Ongoing innovation and R&D
- Expert consultants and designers

### Broad capabilities to meet your needs

- Custom-designed systems
- Proprietary 3M technologies
- End-to-end solutions

### Global industry leader with local perspective

- Leverage 3M Company's global resources
- 3M offices in 60 countries
- 3M contributes to security solutions around the world



### ISSUANCE SYSTEMS

- Reliable enrollment and entitlement
- Full production of secure documents
- Secure and confidential data management
- **Biometrics**



### AUTHENTICATION SYSTEMS

- Capture and evaluate data in real time
- Accurately identify and verify
- Enable rapid response
- **Biometrics**

### SECURITY MATERIALS

- Travel Documents
- Licenses and ID Cards
- Labels and Stamps

complete security solutions



<b>Security Materials</b>	<b>Secure Materials</b> <ul style="list-style-type: none"> <li>▶ Security substrates</li> <li>▶ Laminates</li> <li>▶ Embedded materials</li> </ul>	<b>Passports</b> <ul style="list-style-type: none"> <li>▶ Passport booklets</li> <li>▶ ePassport chip inlays</li> <li>▶ Fixed print</li> </ul>	<b>Cards</b> <ul style="list-style-type: none"> <li>▶ Card bodies</li> <li>▶ Contact chip inlays</li> <li>▶ Contactless chip inlays</li> <li>▶ Fixed print</li> </ul>	<b>Other Docs / Tokens</b> <ul style="list-style-type: none"> <li>▶ Paper documents</li> <li>▶ Labels / converting</li> <li>▶ Fixed print</li> </ul>
<b>Issuance</b>	<b>Enrollment</b> <ul style="list-style-type: none"> <li>▶ Breeder document capture and authentication</li> <li>▶ Biometric capture</li> <li>▶ Enrollment application software</li> </ul>	<b>Entitlement</b> <ul style="list-style-type: none"> <li>▶ Permission (query dBS – may include biometrics and unique identifiers)</li> <li>▶ Entitlement application software</li> </ul>	<b>Personalization</b> <ul style="list-style-type: none"> <li>▶ Create / activate valid ID (print, materials)</li> <li>▶ QC (reader)</li> <li>▶ Personalization application software</li> </ul>	<b>Delivery</b> <ul style="list-style-type: none"> <li>▶ Delivery service</li> <li>▶ Delivery application software</li> </ul>
<b>Authentication</b>	<b>Data Capture</b> <ul style="list-style-type: none"> <li>▶ Biometric capture</li> <li>▶ Document capture</li> <li>▶ Human evaluation and reaction</li> </ul>	<b>Document Evaluation</b> <ul style="list-style-type: none"> <li>▶ Document integrity (authentication) application software</li> </ul>	<b>Person Authentication</b> <ul style="list-style-type: none"> <li>▶ Biometric application (matching) software</li> </ul>	<b>Response</b> <ul style="list-style-type: none"> <li>▶ User interface (door, gate, lights)</li> <li>▶ Use case specific application software</li> </ul>



<b>Security Materials</b>	<b>Secure Materials</b> <ul style="list-style-type: none"> <li>▶ Security substrates</li> <li>▶ Laminates</li> <li>▶ Embedded materials</li> </ul>	<b>Passports</b> <ul style="list-style-type: none"> <li>▶ Passport booklets</li> <li>▶ ePassport chip inlays</li> <li>▶ Fixed print</li> </ul>	<b>Cards</b> <ul style="list-style-type: none"> <li>▶ Card bodies</li> <li>▶ Contact chip inlays</li> <li>▶ Contactless chip inlays</li> <li>▶ Fixed print</li> </ul>	<b>Other Docs / Tokens</b> <ul style="list-style-type: none"> <li>▶ Paper documents</li> <li>▶ Labels / converting</li> <li>▶ Fixed print</li> </ul>
<b>Issuance</b>	<b>Enrollment</b> <ul style="list-style-type: none"> <li>▶ Breeder document capture and authentication</li> <li>▶ Biometric capture</li> <li>▶ Enrollment application software</li> </ul>	<b>Entitlement</b> <ul style="list-style-type: none"> <li>▶ Permission (query dBs – may include biometrics and unique identifiers)</li> <li>▶ Entitlement application software</li> </ul>	<b>Personalization</b> <ul style="list-style-type: none"> <li>▶ Create / activate valid ID (print, materials)</li> <li>▶ QC (reader)</li> <li>▶ Personalization application software</li> </ul>	<b>Delivery</b> <ul style="list-style-type: none"> <li>▶ Delivery service</li> <li>▶ Delivery application software</li> </ul>
<b>Authentication</b>	<b>Data Capture</b> <ul style="list-style-type: none"> <li>▶ Biometric capture</li> <li>▶ Document capture</li> <li>▶ Human evaluation and reaction</li> </ul>	<b>Document Evaluation</b> <ul style="list-style-type: none"> <li>▶ Document integrity (authentication) application software</li> </ul>	<b>Person Authentication</b> <ul style="list-style-type: none"> <li>▶ Biometric application (matching) software</li> </ul>	<b>Response</b> <ul style="list-style-type: none"> <li>▶ User interface (door, gate, lights)</li> <li>▶ Use case specific application software</li> </ul>



## ENROLL & ENTITLE



- Core solution: 3M™ Identity Document Issuance System
- Industry-leading data-capture devices and ID-management software
- Custom-designed software and hardware to help meet your needs
- Designed to enhance operational efficiency, reduce costs and address risks
- State of the art fingerprint and palm print technology
- Cost effective, FBI certified NIST compliant
- Handheld portable devices
- Supporting government agencies



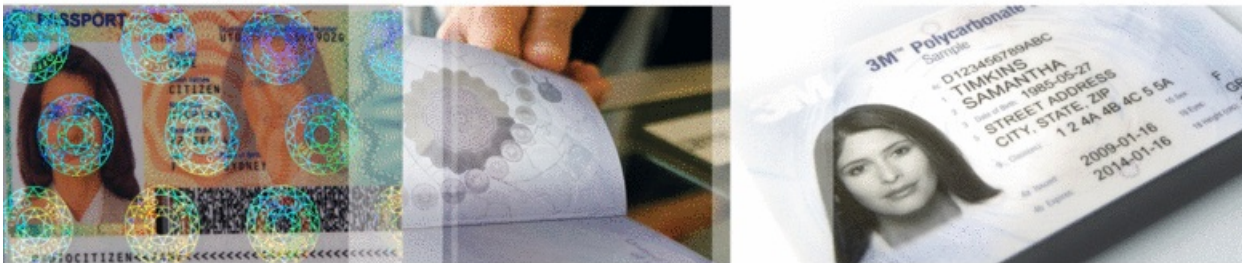




### TYPICAL APPLICATIONS FOR SECURITY MATERIALS

- Identification cards
- Travel documents
- Security paper documents
- Government excise labels
- Brand protection and asset tracking labels

secure documents  
brand protection



- Overt, covert and forensic security technologies
- Laminate, overlay and substrate ID card and bio data page technologies
- Various levels of security printing technologies
- Tamper-resistant technologies
- Contact and contact-less chip-enabled documents
- Cards, labels and stamps
- Films and substrates
- Strips and patches

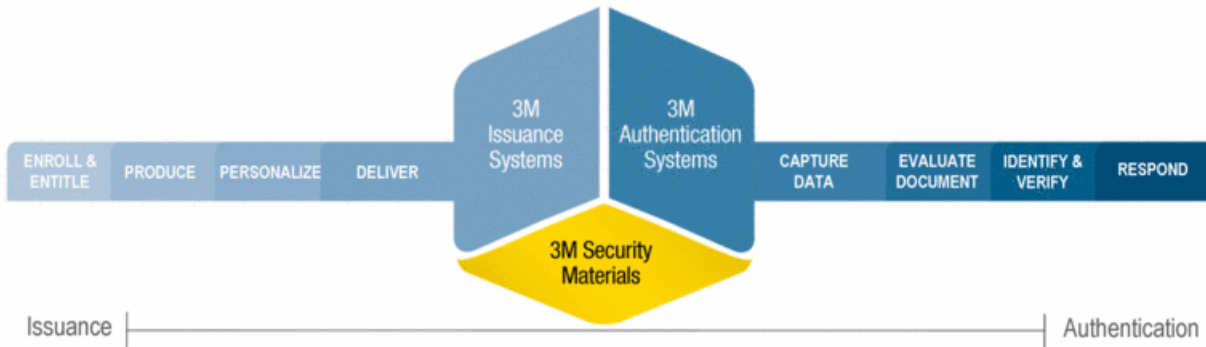
trusted security material technologies





- Border Management Solutions
- Software Solutions for Traveler Processing
- Document Authentication Solutions
- Biographic validation
- Secure Document Quality Assurance
- Full Line of Document Readers
- Biometric Capture Devices and Matching Software
- Consultancy
- Maintenance Services and Tech. Support
- Systems Integration

integrated  
secure  
accurate



**Together we are the global leader for  
identification and authentication systems**





3M China Corporate Communications

# 3M China Corporate Overview

Kenneth Yu, Managing Director, 3M China & China Region



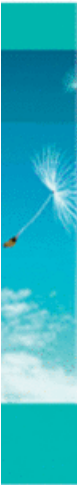
© 3M 2008. All Rights Reserved.

3M China Corporate Communications

## Our Mission



# Our Values



- Satisfying our **customers** with superior quality, value and service.
- Providing **investors** with an attractive return through sustained, high-quality growth.
- Respecting our **social and physical environment**.
- Being a company **employees** are proud to be part of.



# 3M Overview



- Founded in **1902**
- Headquarter: St. Paul, Minnesota, USA
- One of 30 companies in the **Dow Jones Industrial Average**
- A component of the **Standard & Poor's 500 Index**
- 2009 Facts
  - Worldwide sales..... \$ 23.12 billion
  - R&D Expenditures ..... \$ 1.29 billion
  - Employees ..... 74,835 person
- Ranks **No. 351** on *Fortune Global 500 companies* in 2009



# 3M China Overview



- Founded in **1984**, the first foreign-invested enterprise outside of Shenzhen special economic zones
- Total investment more than \$ 700 million
- Over **5700+** employees
- “Most Admired Foreign-invested Enterprise in China” “The Best Citizenship”



# 3M China Facilities



★ **HQ:** Shanghai

**Manufactories:** Shanghai(**5**), Suzhou(**1**), GuangZhou (**1**)

**3M R&D Center / Technical Centers :**  
Shanghai / Beijing, Guangzhou, Suzhou

**3M Offices:**  
25 municipal cities & districts

**Distribution Centers:**  
Tianjin、ShenZhen、Shanghai



# Growth Engine is Working in China

Suzhou Optical Lab



7

© 3M 2008. All Rights Reserved.

# 3M Expands Manufacturing Capacity



CAOHEJING

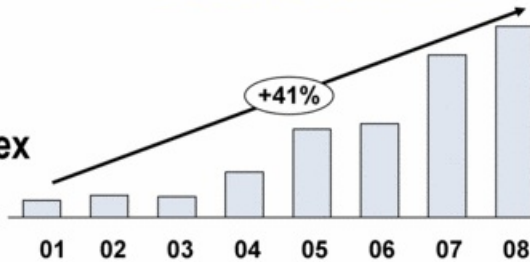


XINQIAO



SUZHOU

3M China Capex



WAIGAOQIAO



GUANGZHOU



PUJIANG



JINSHAN

8

© 3M 2008. All Rights Reserved.



# Suzhou Plant



# Guangzhou Plant





# Jinshan Plant



# Pujiang Plant



# Xinqiao Plant



13

© 3M 2008. All Rights Reserved.

# Six Market-Leading Businesses



- More than **60,000** products developed
- Promote over **500** new products annually
- **50%** of global population use 3M's products in daily lives



14

© 3M 2008. All Rights Reserved.

## Industrial & Transportation Business



15

© 3M 2008. All Rights Reserved.



## Safety, Security & Protection Service Business



16

© 3M 2008. All Rights Reserved.



# Health Care Business



17

© 3M 2008. All Rights Reserved.



# Display & Graphics Business



18

© 3M 2008. All Rights Reserved.



# Electro & Communication Business

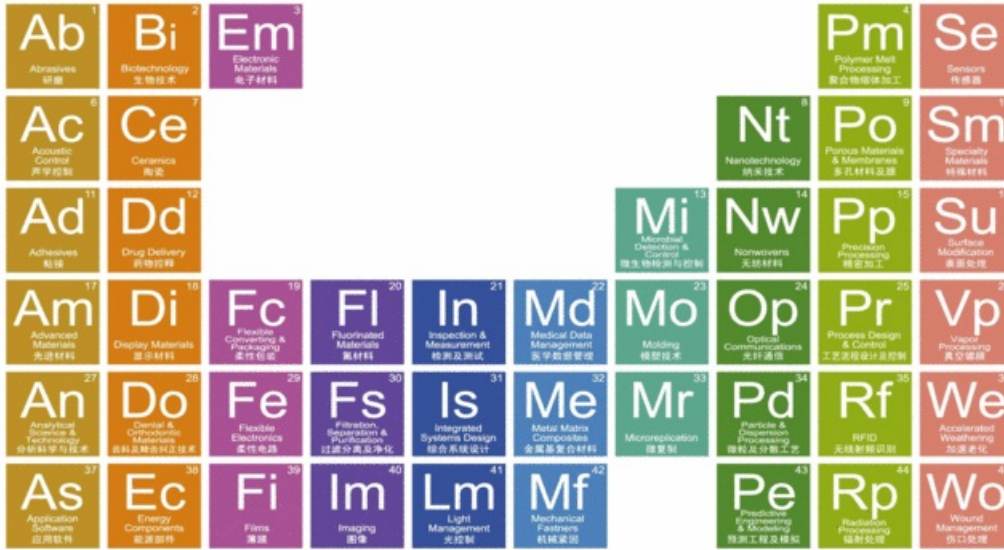


# Consumer & Office Business



# Innovation -- Core Technology Platforms

## More Than **45** Core Technologies...



21

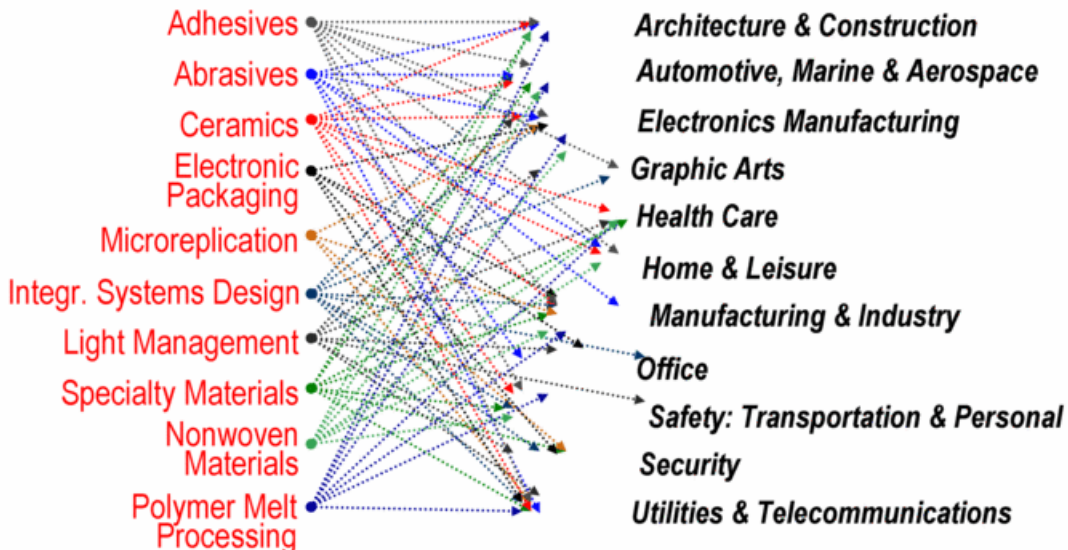
© 3M 2008. All Rights Reserved.



# Technologies Platforms... Multiple Markets

## 3M Core Technologies

## Markets



22

© 3M 2008. All Rights Reserved.



# Innovation Paradigm

- **15%** principle to encourage spontaneous innovation
- Explore new technology fields
- Boundless **communication & collaboration** cross functions & departments
- **69,000** new products over 1 century (3 new products every 2 days)
- **35%** of sales comes from the new products in the last 4 years
- Average **500 new products** each year



# Thanks!

