

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(D)(L) OR 13(E)(L)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 7)**

**COGENT, INC.**

*(Name of Subject Company (Issuer))*

**3M COMPANY  
VENTURA ACQUISITION CORPORATION**

*(Name 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 55133  
(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**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$ 950,582,062.50	\$67,776.50

\* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Transaction Valuation was calculated on the basis of (a) 90,531,625 shares of common stock, \$0.001 par value per share, of Cogent, Inc. (the "Shares"), the estimated maximum number of Common Shares that may be acquired in this tender offer (representing as of August 27, 2010 (i) 88,389,700 Common Shares issued and outstanding, (ii) 1,144,226 Common Shares issuable upon the exercise of outstanding options and (iii) 997,699 Common Shares issuable upon the exercise of outstanding restricted stock units), multiplied by (b) the offer price of \$10.50 per Common Share.

\*\* The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the transaction value by 0.00007130.

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: \$67,776.50  
Form or Registration No.: Schedule TO

Filing Party: 3M Company, Ventura Acquisition Corporation  
Date Filed: September 10, 2010

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:

1. Names of Reporting Persons  
**3M COMPANY**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
 OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)   
 N/A

6. Citizenship or Place of Organization  
 DELAWARE

7. Sole Voting Power  
 0

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

8. Shared Voting Power  
 64,921,969

9. Sole Dispositive Power  
 0

10. Shared Dispositive Power  
 64,921,969

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 64,921,969

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
 73.3%\*

14. Type of Reporting Person (See Instructions)  
 CO

\*The calculation is based on 88,536,001 shares of Issuer Common Stock outstanding as of October 8, 2010, which figure is based on information provided by the Issuer.

CUSIP No. 19239Y 10 8

1.	Names of Reporting Persons <b>VENTURA ACQUISITION CORPORATION</b>
<hr/>	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
<hr/>	
3.	SEC Use Only
<hr/>	
4.	Source of Funds (See Instructions) OO
<hr/>	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> N/A
<hr/>	
6.	Citizenship or Place of Organization DELAWARE
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7.	Sole Voting Power 0
<hr/>	
8.	Shared Voting Power 64,921,969
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9.	Sole Dispositive Power 0
<hr/>	
10.	Shared Dispositive Power 64,921,969
<hr/>	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 64,921,969
<hr/>	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
<hr/>	
13.	Percent of Class Represented by Amount in Row (11) 73.3%*
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14.	Type of Reporting Person (See Instructions) CO
<hr/>	

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

This Amendment No. 7 (“**Amendment No. 7**”) amends and supplements the Tender Offer Statement on Schedule TO (as amended, the “**Schedule TO**”) originally filed on September 10, 2010, as amended and supplemented prior to the date hereof, by Ventura Acquisition Corporation, a Delaware corporation (“**Purchaser**”) and a direct wholly-owned subsidiary of 3M Company, a Delaware corporation (“**3M**”), to purchase all outstanding shares of common stock, par value \$0.001 (the “**Shares**”), of Cogent, Inc., a Delaware corporation (“**Cogent**”), at a price of \$10.50 per share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 10, 2010 (the “**Offer to Purchase**”), which is annexed to and filed with the Schedule TO as Exhibit (a)(1)(A), and in the related Letter of Transmittal and Notice of Guaranteed Delivery, which are annexed to and filed with the Schedule TO as Exhibits (a)(1)(B) and (a)(1)(C), respectively, which, together with any amendments or supplements thereto, collectively constitute the “**Offer**.”

All capitalized terms used in this Amendment No. 7 without definition have the meanings ascribed to them in the Schedule TO.

The information in the Offer to Purchase and related Letter of Transmittal is incorporated into this Amendment No. 7 by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent provided herein.

**Items 1-11.**

The Offer to Purchase is hereby amended and supplemented by adding the following text thereto:

The subsequent offering period under the Offer expired at 5:00 p.m., New York City time, on Tuesday, October 26, 2010. The subsequent offering period was not further extended. The Depository for the Offer has advised 3M and Purchaser that, as of such time, an aggregate of approximately 18.5 million Shares were validly tendered in the subsequent offering period and Purchaser has accepted for payment all validly tendered shares. Purchaser now owns approximately 64.9 million Shares, representing approximately 72.1 % of the outstanding Shares (calculated on a fully diluted basis).

In accordance with the Merger Agreement, all remaining publicly held Shares (other than Shares that are issued and outstanding immediately prior to the Effective Time and held by a Cogent stockholder who is entitled to demand and properly demands and perfects appraisal rights under the DGCL) will be acquired for \$10.50 per Share, net to the seller in cash without interest thereon and subject to reduction for any federal back-up withholding or other taxes, in a subsequent second-step merger of the Purchaser and Cogent. The second-step merger will be completed following approval and adoption of the Merger Agreement at a meeting of Cogent shareholders to be held as soon as practicable. Following the second-step merger, Cogent will become a wholly-owned subsidiary of 3M. As a result of the purchase of 73.3% of the outstanding shares by Purchaser in the Offer, the Purchaser has sufficient voting power to approve and adopt the Merger Agreement at such meeting without the vote of any other holder of Shares. On October 25, 2010, Cogent filed a preliminary proxy statement with the SEC and expects that the Merger will be completed in the fourth quarter.

Cogent stockholders are advised to read the proxy statement and other documents for use at the special meeting of stockholders of Cogent when they are available because they will contain important information. A definitive proxy statement and form of proxy will be mailed to shareholders of Cogent and will, along with other relevant documents, be available at no charge at the SEC’s website at <http://www.sec.gov> or by contacting Georgeson, Inc. by telephone at 800-509-0976. Information relating to the participants in such proxy solicitation is contained in the Schedule 14A filed on the date hereof and available free of charge at the SEC’s website at <http://www.sec.gov>.

Purchaser does not intend, and has irrevocably waived its right, to exercise the top-up option granted to Purchaser under the Merger Agreement.

The full text of the press release with regard to the expiration of the Offer is filed as Exhibit (a)(5)(K) hereto and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

(a)(5)(K) Press Release issued by 3M Company on October 27, 2010

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.  
Dated: October 27, 2010

**3M COMPANY**

By: /s/ Gregg M. Larson  
Name: Gregg M. Larson  
Title: Deputy General Counsel and Secretary

**VENTURA ACQUISITION CORPORATION**

By: /s/ Michael P. Delkoski  
Name: Michael P. Delkoski  
Title: President and Director

- (a)(1)(A) Offer to Purchase, dated September 10, 2010 \*†
- (a)(1)(B) Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9) \*†
- (a)(1)(C) Form of Notice of Guaranteed Delivery \*†
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees \*†
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees \*†
- (a)(5)(A) Press Release issued by 3M Company on August 30, 2010 (1)
- (a)(5)(B) 3M Company Presentation to Cogent, Inc. Employees, dated August 30, 2010 (2)
- (a)(5)(C) 3M Company Presentation to Cogent, Inc. Employees, dated August 30, 2010 (3)
- (a)(5)(D) 3M Company Presentation for Morgan Stanley Global Industrials Conference, dated August 31, 2010 (4)
- (a)(5)(E) 3M Company Presentation Transcript for Morgan Stanley Global Industrials Conference, dated August 31, 2010 (5)
- (a)(5)(F) Form of summary advertisement, published September 10, 2010 in *The Wall Street Journal* \*†
- (a)(5)(G) Form of Press Release issued by 3M Company on September 10, 2010 †
- (a)(5)(H) Opinion of the Court of Chancery of the State of Delaware issued on October 5, 2010 †
- (a)(5)(I) Form of Press Release issued by 3M Company on October 8, 2010 †
- (a)(5)(J) Form of Press Release issued by 3M Company on October 25, 2010 †
- (a)(5)(K) Form of Press Release issued by 3M Company on October 27, 2010
- (b) Not applicable
- (c) Not applicable
- (d)(1) Agreement and Plan of Merger, dated as of August 29, 2010, by and among Ventura Acquisition Corporation, 3M Company and Cogent, Inc. (6)
- (d)(2) Tender and Voting Agreement, dated as of August 29, 2010, by and among Ventura Acquisition Corporation, 3M Company and certain stockholders of Cogent, Inc. (7)
- (d)(3) Confidentiality Agreement, dated as of July 31, 2008, by and between 3M Company and Cogent, Inc., as amended as of May 31, 2010 †
- (e) Not applicable
- (f) Not applicable
- (g) Not applicable
- (h) Not applicable

\* Included in mailing to stockholders

† Previously filed

- (1) Incorporated by reference to Exhibit 99.1 to the Form 8-K filed by 3M Company on August 30, 2010
- (2) Incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by 3M Company on August 30, 2010
- (3) Incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by 3M Company on August 30, 2010
- (4) Incorporated by reference to Exhibit 99.1 to the Schedule TO-C filed by 3M Company on August 31, 2010
- (5) Incorporated by reference to Exhibit 99.2 to the Schedule TO-C filed by 3M Company on August 31, 2010
- (6) Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Cogent, Inc. on August 31, 2010
- (7) Incorporated by reference to Exhibit 10.1 to the Form 8-K/A filed by Cogent, Inc. on September 3, 2010

FOR IMMEDIATE RELEASE

**3M Completes Subsequent Offering Period for Shares of Cogent, Inc.**

**ST. PAUL, Minn.** — October 27, 2010 — 3M (NYSE:MMM) today announced that its direct wholly-owned subsidiary, Ventura Acquisition Corporation, has completed its cash tender offer for Cogent, Inc. (NASDAQ:COGT).

The subsequent offering period under the tender offer for all of the outstanding shares of Cogent expired at 5:00 p.m., New York City time, on Oct. 26, 2010. Approximately 18.5 million shares were tendered in the subsequent offering period and Ventura Acquisition Corporation has accepted for payment all tendered shares. Ventura Acquisition Corporation now owns approximately 64.9 million Cogent shares, representing approximately 72.1 percent of Cogent's outstanding shares (calculated on a fully diluted basis).

As contemplated by the terms of the previously announced merger agreement, 3M intends to acquire the remaining publicly held shares of Cogent common stock in a second-step merger in which each outstanding Cogent share that was not acquired by 3M in the offer (and other than shares as to which appraisal rights under Delaware law are properly exercised) will be converted into the right to receive \$10.50 in cash (without interest and subject to applicable withholding taxes) and Cogent will become a wholly-owned subsidiary of 3M. The second-step merger will be completed following approval of the merger at a meeting of Cogent shareholders to be held as soon as practicable. As a result of the purchase of shares in the tender offer, 3M has sufficient voting power to approve the merger at such meeting without the vote of any other holder of Cogent shares. On Oct. 25, 2010, Cogent filed a preliminary proxy statement with the Securities and Exchange Commission and expects that the merger will be completed in the fourth quarter.

Security holders are advised to read the proxy statement and other documents for use at the special meeting of shareholders of Cogent when they are available because they will contain important information. A definitive proxy statement and form of proxy will be mailed to shareholders of Cogent and will, along with other relevant documents, be available at no charge at the Securities and Exchange Commission's website at <http://www.sec.gov> or by contacting Georgeson, Inc. by telephone at 800-509-0976. Information relating to the participants in such proxy solicitation is contained in the Schedule 14A filed on the date hereof and available free of charge at the Securities and Exchange Commission's website at <http://www.sec.gov>.

**Forward-Looking Statements**

This news release contains forward-looking statements that involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of 3M, Cogent, Inc. and their 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

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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, Inc.'s business may not perform as expected due to transaction-related uncertainty or other factors; that 3M is unable to successfully implement integration strategies; and other risks that are described in 3M's and Cogent, Inc.'s SEC reports, 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 its 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. 3M and Cogent, Inc. assume no obligation and do not intend to update these forward-looking statements.

**About 3M**

A recognized leader in research and development, 3M produces thousands of innovative products for dozens of diverse markets. 3M's core strength is applying its more than 40 distinct technology platforms — often in combination — to a wide array of customer needs. With \$23 billion in sales, 3M employs 75,000 people worldwide and has operations in more than 65 countries. For more information, visit [www.3M.com](http://www.3M.com), or follow @3MNews on Twitter.

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