

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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**

(Amendment No. 2)

CERADYNE, INC.

(Name of Subject Company (Issuer))

**3M COMPANY
CYBORG ACQUISITION CORPORATION**

(Names of Filing Persons (Offerors))

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

156710105

(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**
\$860,567,120	\$117,381.36

* 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) 24,587,632 shares of common stock, \$0.01 par value per share, of Ceradyne, Inc. (the "Shares"), the estimated maximum number of Shares that may be acquired in this tender offer (representing as of September 28, 2012 (i) 24,047,187 Shares issued and outstanding, (ii) 201,875 Shares issuable upon the exercise of outstanding options and (iii) 338,570 Shares issuable upon the exercise of outstanding restricted stock units), multiplied by (b) the offer price of \$35.00 per Share.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory #7 for fiscal year 2013, issued August 31, 2012, by multiplying the transaction value by 0.0001364.

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: \$117,381.36 Filing Party: 3M Company, Cyborg Acquisition Corporation

Form or Registration No.: Schedule TO Date Filed: October 15, 2012

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:

This Amendment No. 2 (“**Amendment No. 2**”) amends and supplements the Tender Offer Statement on Schedule TO (the “**Schedule TO**”) originally filed on October 15, 2012, as amended and supplemented by Amendment No. 1 filed on November 2, 2012, by Cyborg Acquisition Corporation, a Delaware corporation (“**Purchaser**”) and a direct wholly owned subsidiary of 3M Company, a Delaware corporation (“**3M**”), to purchase all issued and outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of Ceradyne, Inc., a Delaware corporation (“**Ceradyne**”), at a price of \$35.00 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 October 15, 2012 (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, which is annexed to and filed with the Schedule TO as Exhibit (a)(1)(B), which, together with any amendments or supplements thereto, collectively constitute the “**Offer**.”

All capitalized terms used in this Amendment No. 2 without definition have the meanings ascribed to them in the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 11. Additional Information.

Section 15—“Certain Legal Matters—Antitrust Compliance” of the Offer to Purchase is hereby amended and supplemented by adding the following paragraphs:

3M received clearance from the FCA effective November 15, 2012.

Following the previous early termination of the waiting period required under HSR Act on October 15, 2012 and the receipt of clearance from the FCO on October 30, 2012, the Antitrust Condition has now been completely satisfied. The Offer continues to be subject to the other conditions set forth in Section 13—“Conditions to the Offer”.

On November 16, 2012, 3M issued a press release, the full text of which is filed as Exhibit (a)(5)(D) to this Amendment No. 2 and is incorporated by reference herein, announcing the receipt of clearance from the FCA.

Section 15—“Certain Legal Matters—Litigation” of the Offer to Purchase is hereby amended and supplemented by adding the following paragraph:

On November 15, 2012, solely to avoid the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, the parties to the consolidated class action captioned *In re Ceradyne, Inc. Shareholder Litigation*, Lead Case No. 30-2012-00604001-CU-BT-CXC (Consolidated with Case No. 30-2012-00604931-CU-SL-CXC), pending in the California Superior Court for the County of Orange, entered into a memorandum of understanding (the “**MOU**”) setting forth an agreement-in-principle to settle all claims related thereto. In connection with the MOU, Ceradyne agreed to amend the Schedule 14D-9 to include certain supplemental disclosures set forth in Items 4 and 8 therein. The settlement is subject to, among other items, the execution of a stipulation of settlement and final approval by the California Superior Court as well as the Merger becoming effective under applicable law. Subject to satisfaction of the conditions set forth in the MOU, the defendants will be released by the plaintiffs and all members of a class of Ceradyne stockholders from all claims concerning or arising out of the Offer, the Merger, the Merger Agreement, and the disclosures relating to the foregoing. In the event that the stipulation of settlement is not approved or the conditions set forth in the MOU are not satisfied, the defendants will continue to vigorously defend the actions.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented with the following:

(a)(5)(D) Press Release issued by 3M Company on November 16, 2012.

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SIGNATURE

After due 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.

Dated: November 16, 2012

3M COMPANY

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

CYBORG ACQUISITION CORPORATION

By: /s/ William R. Myers
Name: William R. Myers
Title: President and Director

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EXHIBIT INDEX

(a)(5)(D) Press Release issued by 3M Company on November 16, 2012

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**3M Announces Receipt of Final Antitrust Clearance
Regarding Acquisition of Ceradyne**

ST. PAUL, Minn. – (BUSINESS WIRE) – 3M (NYSE:MMM) announced today that on November 15, 2012, it received clearance from the Austrian Federal Competition Authority with respect to its previously announced tender offer for all issued and outstanding shares of common stock of Ceradyne, Inc. (NASDAQ: CRDN) at a price of \$35.00 per share (the “Offer”). The U.S. Federal Trade Commission previously granted early termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, on October 15, 2012, and 3M received clearance from the German Federal Cartel Office on October 30, 2012. With the receipt of the above clearances, the condition of the Offer with respect to clearance under applicable antitrust and competition laws has been completely satisfied.

The Offer remains subject to the satisfaction of certain other conditions. The Offer is scheduled to expire at 5:00 P.M. (New York City time) on Tuesday, November 27, 2012, unless the Offer is extended.

Additional Information

This news release and the description contained herein is neither an offer to purchase nor a solicitation of an offer to sell shares of Ceradyne, Inc. On October 15, 2012, 3M and its wholly owned subsidiary, Cyborg Acquisition Corporation, filed with the Securities and Exchange Commission (the “SEC”) a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer, and Ceradyne filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. 3M, Cyborg Acquisition Corporation and Ceradyne mailed these documents to the stockholders of Ceradyne. These documents contain important information about the tender offer and stockholders of Ceradyne are urged to read them carefully. Stockholders of Ceradyne can obtain a free copy of these documents and other documents filed by Ceradyne, 3M or Cyborg Acquisition Corporation with the SEC at the website maintained by the SEC at www.sec.gov. In addition, stockholders can obtain a free copy of these documents from Georgeson, Inc., the information agent for the tender offer, toll-free at (866) 257-5415, or from 3M.

Forward-Looking Statements

This news release contains forward-looking statements about 3M’s and Ceradyne’s financial results and estimates and/or business prospects that involve substantial risks and uncertainties. You can identify these statements by the use of words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “will,” “target,” “forecast,” “future,” “opportunity,” “accelerate” and other words and terms of similar meaning in connection with any discussion of future operating or financial performance or business plans or prospects. Such statements are qualified by the inherent risks and uncertainties surrounding future expectations generally, and also may materially differ from actual future experience involving any one or more of such statements. Such risks and uncertainties include: uncertainties as to the timing of the tender offer and merger; uncertainties as to how many Ceradyne stockholders will tender their shares of Ceradyne stock in the tender offer; the risk that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the

transaction; any conditions imposed by governmental or regulatory authorities in connection with consummation of the tender offer and the merger; satisfaction of various other conditions to the completion of the tender offer and the merger contemplated by the merger agreement; the possibility that expected benefits may not materialize as expected; and other risk factors as set forth from time to time in 3M’s and Ceradyne’s filings with the SEC. The factors that could cause actual results to differ materially include the following: (1) worldwide economic and capital markets conditions and other factors beyond 3M’s or Ceradyne’s control, including natural and other disasters affecting the operations of 3M, Ceradyne or their respective customers and suppliers; (2) 3M’s credit ratings and its cost of capital; (3) competitive conditions and customer preferences; (4) foreign currency exchange rates and fluctuations in those rates; (5) the timing and market acceptance of new product offerings; (6) the availability and cost of purchased components, compounds, raw materials and energy (including oil and natural gas and their derivatives) due to shortages, increased demand or supply interruptions (including those caused by natural and other disasters and other events); (7) the impact of acquisitions, strategic alliances, divestitures, and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring; (8) generating fewer productivity improvements than estimated; (9) security breaches and other disruptions to 3M’s information technology infrastructure; and (10) legal proceedings, including significant developments that could occur in the legal and regulatory proceedings described in 3M’s Annual Report on Form 10-K for the year ended December 31, 2011 and its subsequent quarterly reports on Form 10-Q (the “3M Reports”). Changes in such assumptions or factors could produce significantly different results. A further description of these factors is located in the 3M Reports under “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Quantitative and Qualitative Disclosures About Market Risk” in Part I, Item 1A and Part II, Items 7 and 7A (Annual Report) and in Part I, Items 2 and 3 and Part II, Item 1A (Quarterly Report) and in Part I, Item 1A of Ceradyne’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011 under “Risk Factors.” The information contained in this news release is as of the date indicated. 3M and Ceradyne assume no obligation to update any forward-looking statements contained in this news release as a result of new information or future events or developments.

About Ceradyne, Inc.

Founded in 1967, Ceradyne has diversified its product lines to capture opportunities created by the growing demand for better materials performance. Ceradyne develops, manufactures and markets advanced technical ceramic products and components for defense, industrial, energy, automotive/diesel and commercial applications. Additional information can be found at Ceradyne’s website: www.Ceradyne.com.

About 3M

3M captures the spark of new ideas and transforms them into thousands of ingenious products. Our culture of creative collaboration inspires a never-ending stream of powerful technologies that make life better. 3M is the innovation company that never stops inventing. With \$30 billion in sales, 3M employs 84,000 people worldwide and has operations in more than 65 countries. For more information, visit www.3M.com or follow @3MNews on Twitter.

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