

ALCAN INC
Form SC 14D9/A
May 23, 2007

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

SCHEDULE 14D-9

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

(Amendment No. 1)

ALCAN INC.
(Name of Subject Company)

ALCAN INC.
(Name of Person(s) Filing Statement)

**Common Shares
Common Share Purchase Rights**
(Title of Class of Securities)

013716105
(CUSIP Number of Class of Securities)

Roy Millington, Secretary
Alcan Inc.
1188 Sherbrooke Street West
Montreal, Quebec, Canada H3A 3G2
514-848-8000

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

With copies to:

| | |
|-------------------------|-----------------------------|
| Scott D. Miller | Norman M. Steinberg |
| George J. Sampas | Andrew Bleau |
| Sullivan & Cromwell LLP | Ogilvy Renault LLP |
| 125 Broad Street | 1981 McGill College Avenue |
| New York, NY 10004 | Montreal QC, Canada H3A 3C1 |

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

Introduction

This Amendment No. 1 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the "Statement") originally filed by Alcan Inc. on May 22, 2007. Except as otherwise noted, the information set forth in the original Statement remains unchanged.

Item 9. Exhibits.

Item 9 is hereby amended and supplemented by adding the following exhibits:

| Exhibit No. | Description |
|-------------|---|
| (a)(4) | Key Messages Issued to Employees on May 22, 2007 |
| (a)(5) | Letter to Employees Issued on May 22, 2007 |
| (a)(6) | Talking Points for Employees Issued on May 22, 2007 |
| (a)(7) | Form of Letter to Customers Issued on May 22, 2007 |
| (a)(8) | Talking Points for Customers Issued on May 22, 2007 |
| (a)(9) | Form of Letter to Suppliers Issued on May 22, 2007 |
| (a)(10) | Talking Points Relating to Suppliers Issued on May 22, 2007 |
| (a)(11) | Questions and Answers for Managers Issued on May 22, 2007 |

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.

May 22, 2007

/s/ Roy Millington

Roy Millington
Secretary