

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1)  
OR SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)

VYSIS, INC.  
(Name of Subject Company (Issuer))

RAINBOW ACQUISITION CORP.  
A WHOLLY OWNED SUBSIDIARY OF  
ABBOTT LABORATORIES  
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$.001 PER SHARE  
(Title of Class of Securities)

928961-10-1  
(CUSIP Number of Class of Securities)

JOSE M. DE LASA  
SENIOR VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
ABBOTT LABORATORIES  
100 ABBOTT PARK ROAD  
ABBOTT PARK, ILLINOIS 60064-6400  
(847) 937-6100  
(Name, address and telephone number of  
person authorized to receive notices  
and communications on behalf of filing persons)

With a copy to:  
CHARLES W. MULANEY, JR., ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM (ILLINOIS)  
333 WEST WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
TELEPHONE: (312) 407-0700  
CALCULATION OF FILING FEE

Transaction Valuation\* Amount of Filing Fee \$375,598,258.50 \$75,119.66 - -----

\* Estimated for purposes of calculating the filing fee only. The filing fee calculation assumes the purchase of 10,291,789 outstanding shares of common stock of Vysis, Inc. at a purchase price of \$30.50 per share. The transaction value also includes the offer price of \$30.50 per share, multiplied by 2,002,908, the estimated number of options outstanding under Vysis, Inc's employee stock option plans which are or will be, as a result of the transaction, exercisable for shares of common stock of Vysis, Inc. The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction value.

[X] 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: \$75,119.66 Filing party: Abbott Laboratories and Rainbow Acquisition Corp.  
Form or Registration No.: Schedule TO Date Filed: October 31, 2001

// 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:

/X/ 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: //

Statement on Schedule T0 filed with the Securities and Exchange Commission (the "Commission") on October 31, 2001, as amended (the "Schedule T0") by Rainbow Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly owned subsidiary of Abbott Laboratories, an Illinois corporation ("Abbott"). The Schedule T0 relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$.001 per share (the "Shares"), of Vysis, Inc., a Delaware corporation (the "Company"), at \$30.50 per Share net to the seller in cash, upon the terms and conditions set forth in its Offer to Purchase dated October 31, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule T0.

Item 11. Additional Information.

Sections (a)(2) and (a)(3) of Item 11 are hereby amended and supplemented to include the following:

At 11:59 p.m., New York City time, on November 21, 2001, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, relating to the proposed acquisition of the Company expired.

Item 12. Exhibits.

- (a)(1)(A)\* Offer to Purchase dated October 31, 2001.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F)\* Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9.
- (a)(5)(A)\* Press Release issued by Abbott on October 24, 2001, incorporated herein by reference to the Schedule T0 filed by Abbott on October 24, 2001.
- (a)(5)(B)\* Summary Advertisement as published in The Wall Street Journal on October 31, 2001.
- (a)(5)(C)\* Press Release issued by Abbott on October 31, 2001.
- (a)(5)(D) Press Release issued by Abbott on November 23, 2001.
- (b) Not applicable.
- (d)(1)\* Agreement and Plan of Merger, dated as of October 24, 2001, by and among Abbott, the Purchaser, and Vysis.
- (d)(2)\* Stockholder Agreement, dated as of October 24, 2001, by and among Abbott, the Purchaser, Amoco Technology Company and BP America Inc.
- (d)(3)\* Confidentiality Agreement, dated April 17, 2001, as amended on August 21, 2001, between Vysis and Abbott.
- (d)(4)\* Confidentiality Agreement, dated August 21, 2001, between BP Corporation North America Inc. and Abbott.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed.

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.

ABBOTT LABORATORIES

By: /s/ Thomas C. Freyman  
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Name: Thomas C. Freyman  
Title: Senior Vice President, Finance  
and Chief Financial Officer

RAINBOW ACQUISITION CORP.

By: /s/ Thomas D. Brown

-----  
Name: Thomas D. Brown  
Title: President

Dated: November 23, 2001

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EXHIBIT INDEX

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(h)	Not applicable.

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\* Previously filed.

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Exhibit (a)(5)(D)

For Immediate Release

Contact:  
MEDIA  
Kathleen O'Neil  
(847) 938-3895

FINANCIAL COMMUNITY  
Larry Peepo  
(847) 935-6722

ABBOTT LABORATORIES ACQUISITION OF VYSIS, INC. CLEARS ANTITRUST REVIEW

ABBOTT PARK, Ill., Nov. 23, 2001 - Abbott Laboratories (NYSE:ABT) announced today that the waiting period has expired under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 applicable to Abbott's pending acquisition of Vysis, Inc. (Nasdaq:VYSI). The expiration of the Hart-Scott-Rodino waiting period satisfies one of the conditions to consummation of the pending acquisition.

The two companies announced on Oct. 24, 2001 that they had entered into a definitive agreement for Abbott to acquire Vysis, a leading genomic disease management company that develops and markets clinical laboratory products, which provide information critical to the evaluation and management of cancer, prenatal disorders and other genetic diseases.

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Abbott commenced a cash tender offer on Oct. 31, 2001 for all outstanding shares of Vysis at a price of \$30.50 per share. The tender offer is scheduled to expire at midnight, New York City time, on Thursday, Nov. 29, 2001, unless the tender offer is extended. The consummation of the tender offer is subject to receipt of at least 51 percent of the Vysis shares (on a fully-diluted basis) and other conditions specified in the offer documents. Following completion of the tender offer and, if required, receipt of stockholder approval, Abbott intends to consummate a merger in which remaining Vysis shareholders will receive the same cash price per share as paid in the tender offer. The transaction value is approximately \$355 million.

As part of the transaction with Vysis, Abbott has entered into an agreement with Amoco Technology Company (ATC), an indirect subsidiary of BP America Inc. and owner of approximately 65 percent of the outstanding shares of Vysis, pursuant to which ATC has agreed to tender and not withdraw all of its Vysis shares in the tender offer. ATC has tendered all of its Vysis shares in the offer in accordance with the agreement.

Abbott Laboratories is a global, diversified health care company devoted to the discovery, development, manufacture and marketing of pharmaceuticals, nutritionals, and medical products, including devices and diagnostics. The company employs approximately 70,000 people and markets its products in more than 130 countries. In 2000, the company's sales and net earnings were \$13.7 billion and \$2.8 billion, respectively, with diluted earnings per share of \$1.78.

Abbott's news releases and other information are available on the company's Web site at [www.abbott.com](http://www.abbott.com).

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ABBOTT LABORATORIES ACQUISITION OF VYSIS, INC.  
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Vysis is a genomic disease management company that develops, commercializes and markets DNA-based clinical products providing information critical to the evaluation and management of cancer, prenatal disorders and other genetic diseases. The company has direct sales operations in the United States and Europe; a marketing partnership in Japan with Fujisawa Pharmaceutical Co.; and a worldwide distribution network. Vysis' news releases and other information are available on the company's Web site at [www.vysis.com](http://www.vysis.com).

ADDITIONAL INFORMATION

This announcement is neither an offer to purchase nor a solicitation of an offer to sell securities of Vysis. The tender offer is being made pursuant to a tender offer statement and related materials. Vysis stockholders are advised to read the tender offer statement and related materials, which have been filed by Abbott with the U.S. Securities and Exchange Commission (SEC). The tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and the solicitation/ recommendation statement filed by Vysis with the SEC contain important information which should be read carefully before any decision is made with respect to the offer. These documents are available at no charge at the SEC's Web site at [www.sec.gov](http://www.sec.gov).

The tender offer statement and related materials may be obtained for free by directing a request by mail to Georgeson Shareholder Communications Inc., 17 State Street, 10th Floor, New York, NY 10004, or by calling toll-free (800) 223-2064, and may also be obtained from Abbott by directing a request by mail to Abbott Laboratories, 100 Abbott Park Road, Abbott Park, IL 60064-6048, Attn: Investor Relations, Telephone: (847) 938-5632.

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