

KLM ROYAL DUTCH AIRLINES
Form SC TO-T/A
May 24, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 7

to

SCHEDULE TO

Tender Offer Statement

Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

KLM ROYAL DUTCH AIRLINES

(Name of Subject Company (**Issuer**))

AIR FRANCE

(Names of Filing Persons (**Offeror**))

Common shares, par value 2

(Title of Class of Securities)

482516309

(CUSIP Number of Class of Securities)

Jean-Marc Bardy

Air France

45, rue de Paris

95747 Roissy-CDG Cedex

France

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(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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KLM Royal Dutch Airlines	Linklaters	Linklaters	Allen & Overy	Allen & Overy
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Calculation of Filing Fee

Transaction valuation*	Amount of filing fee**
\$960,300,975	\$192,061

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- * Estimated solely for the purpose of calculating the amount of filing fee. This is based on (a) the average of the high and low sales prices of KLM New York registry shares on the New York Stock Exchange on March 30, 2004 and (b) the maximum number of KLM common shares that may be tendered in the offer.
- ** The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals one fiftieth of 1% of the value of the transaction.
- 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:	\$218,161	Filing Party:	Air France
Form or Registration No.:	333-114188	Date Filed:	April 5, 2004

- .. 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: x

This Amendment No. 7 to Tender Offer Statement on Schedule TO (the *Statement*) amends and supplements the statement originally filed on April 5, 2004 by société Air France (*Air France*), a *société anonyme* organized under the laws of France. This Statement relates to the offer by Air France to exchange Air France ordinary shares (the *Air France shares*), nominal value 8.50 per share, Air France American depository shares, each representing one Air France share, Air France warrants and Air France American depository warrants, each representing one Air France warrant, for common shares, nominal value 2, including New York registry shares, of KLM Royal Dutch Airlines (*KLM*), a company organized under the laws of the Netherlands, upon the terms and subject to the conditions set forth in the Prospectus, dated April 30, 2004 (the *Prospectus*), a copy of which is Exhibit (a)(1) to the Statement and in the related Letter of Transmittal (the *Letter of Transmittal*), a copy of which is Exhibit (a)(3) to the Statement, which, together with the Prospectus, as amended or supplemented from time to time, constitute the Offer.

Items 1 (Summary Term Sheet), 4 (Terms of the Transaction), 8 (Interest in Securities of the Subject Company) and 11 (Additional Information)

Items 1, 4, 8 and 11 are hereby amended and supplemented to include the following:

On May 24, Air France announced that the subsequent offering period of the Offer expired at 9:00 a.m., New York City time (3:00 p.m., Amsterdam time) on Friday, May 21, at which time 3,412,427 KLM common shares had been validly tendered in the subsequent offering period. A total of 45,093,299 KLM common shares were tendered in the Offer (including the subsequent offering period), representing approximately 96.33% of all KLM common shares outstanding. In exchange for the KLM common shares tendered in the Offer, Air France has issued a total of 49,602,629 new shares (including 8,708,840 shares in the form of American Depositary Shares) and 45,093,299 warrants (including 7,917,127 warrants in the form of American Depositary Warrants).

Air France and KLM issued a press release on May 21, 2004, which is attached hereto as Exhibit (a)(18) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of this Statement is hereby amended and supplemented to include the following:

(a)(18) Press release issued by Air France and KLM on May 24, 2004 (incorporated by reference to Air France's Form 425 filed on May 24, 2004).

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.

SOCIETE AIR FRANCE

By: /s/ Philippe Calavia

Name: Philippe Calavia
Title: Chief Financial Officer

Date: May 24, 2004