COUGAR BIOTECHNOLOGY, INC.

Filed by

JOHNSON & JOHNSON

FORM SC TO-C

(Written communication relating to an issuer or third party)

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

COUGAR BIOTECHNOLOGY, INC.

(Name of Subject Company (Issuer))

KITE MERGER SUB, INC.

(Offeror)
A Wholly Owned Subsidiary of

JOHNSON & JOHNSON

(Offeror)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, $0.0001 PAR VALUE
(Title of Class of Securities)

222083107
(CUSIP Number of Class of Securities)

Clifford Birge, Esq.
Johnson & Johnson
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New Brunswick, NJ 08933
(732) 524-6400

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

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Transaction Valuation	CALCULATION OF FILING FEE	Amount of Filing Fee
N/A		N/A

☐ 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: None
Form of Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

☒ 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. ☐

Johnson & Johnson

William N. Hait, M.D., Ph.D.
Global Therapeutic Area Head
Oncology Research and Development

Johnson & Johnson

Founded 1886
New Brunswick, New Jersey
in a Former Wallpaper Factory

By three brothers with a dream… that Joseph Lister's theories about sterilization could save lives in America's hospitals

Global Presence

- World's Largest Health Care Company
- 119,000 Employees
- 250 Operating Companies In 57 Countries
- Selling Products in More Than 175 Countries

Our Credo

The Four Tenets

- Customers
- Employees
- Communities
- Stockholders

Our Values

- Our mission will be accomplished in an environment that lives up to the values set forth in the J&J Credo
- We shall value diversity and fairness
- We shall never forget that time is a precious and irretrievable resource
  - for patients, physicians, families, friends, co-workers

Our Statement of Caring

Caring for the world, one person at a time…inspires and unites the people of Johnson & Johnson.

We embrace research and science - bringing innovative ideas, products and services to advance the health and well-being of people.
Employees of the Johnson & Johnson Family of Companies work with
partners in health care to touch the lives of over a billion people every

day, throughout the world.

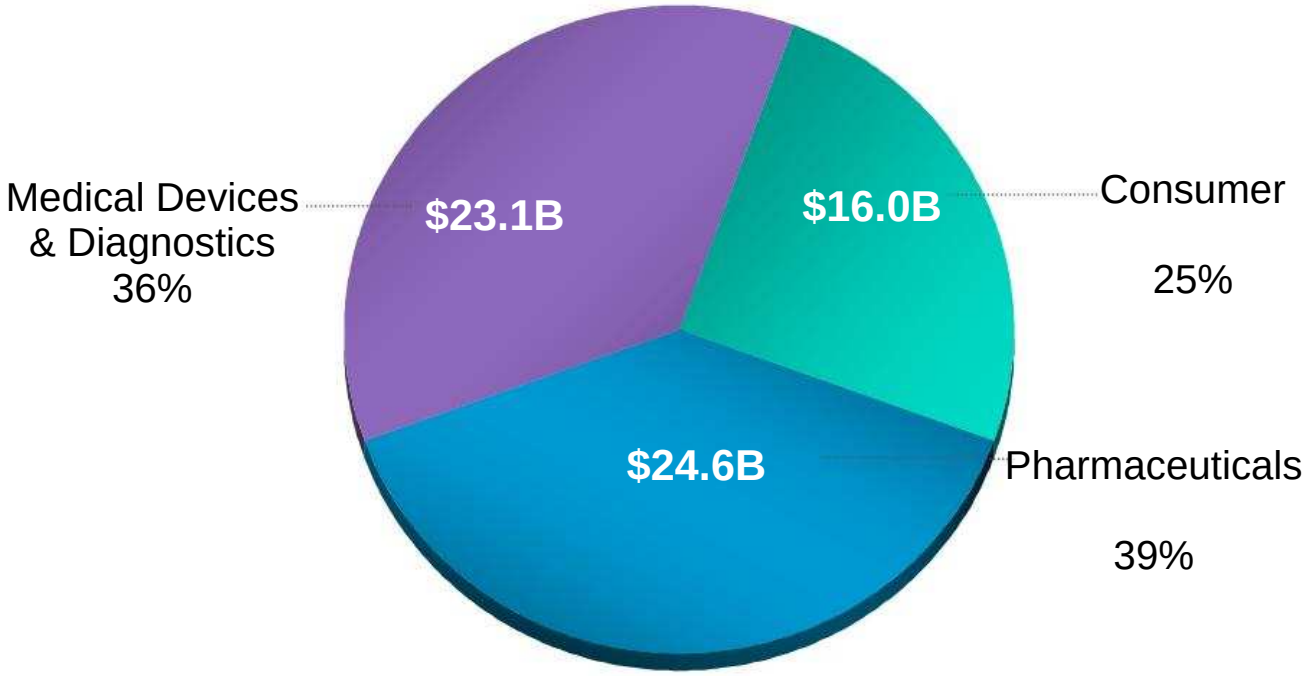
Johnson & Johnson

Financial Highlights: 2008 vs. 2007

Total Company	2008	2007	% Change Total	% Change Ops
Sales	$63.7B	$61.1B	4.3%	1.9%
Adjusted Earnings*	$12.9B	$12.1B	6.8%	
Adjusted EPS*	$4.55	$4.15	9.6%	
Free Cash Flow**	$11.9B	$12.1B		

* Non-GAAP measure; excludes IPR&D charges and other special items
**Non-GAAP financial measure: defined as operating cash flow less capital spending

Sales by Segment



Total Sales $63.7 Billion

Johnson & Johnson

Pharmaceutical Growth Drivers

2008 Sales: $24.6 Billion **2008 Ops Growth Rate: (3.1)%***

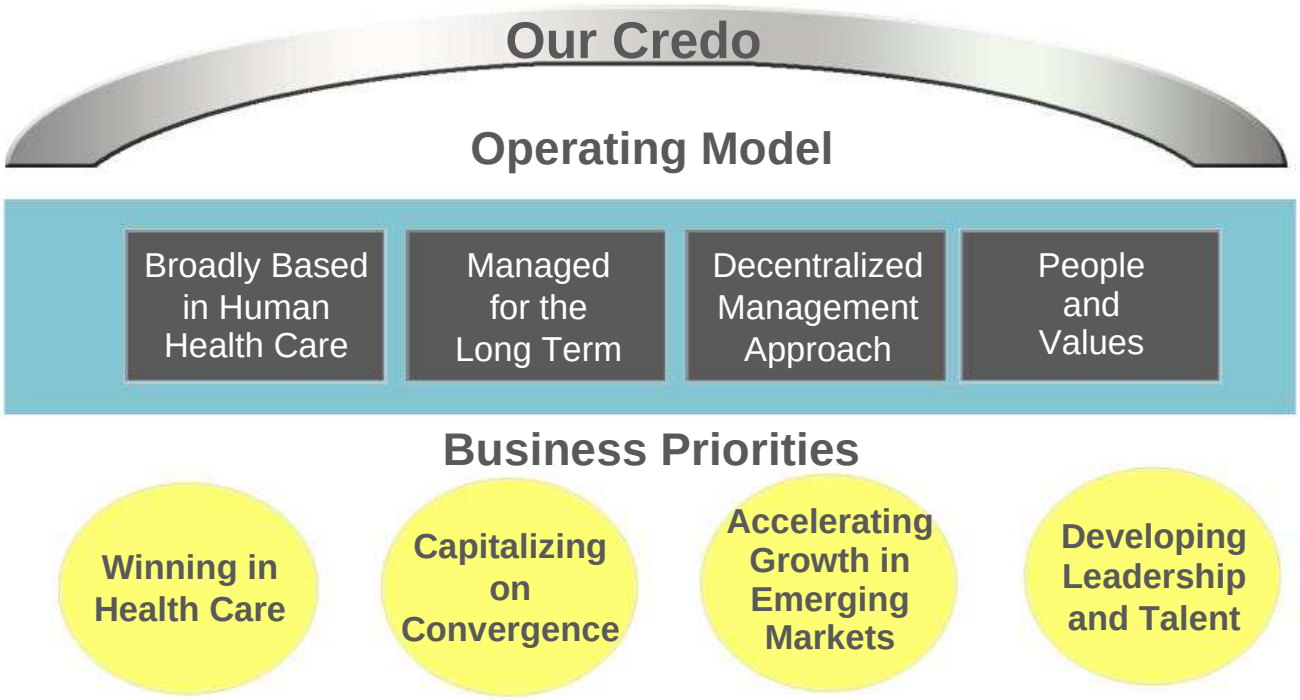
Nine products had sales of more than $1 billion

- **REMICADE®** ↑ **+ 13%**
- **RISPERDAL® CONSTA®** ↑ **+ 13%**
- **TOPAMAX®** ↑ **+ 11%**
- **PREZISTA®** ↑ **+ 163%**
- **VELCADE™** ↑ **+ 41%**
- **INVEGA®** ↑ **+ 117%**

*Excluding the impact of generic competition and continuing declines in PROCRIT®, pharmaceutical sales grew by 6 percent operationally

Operational Growth Rates

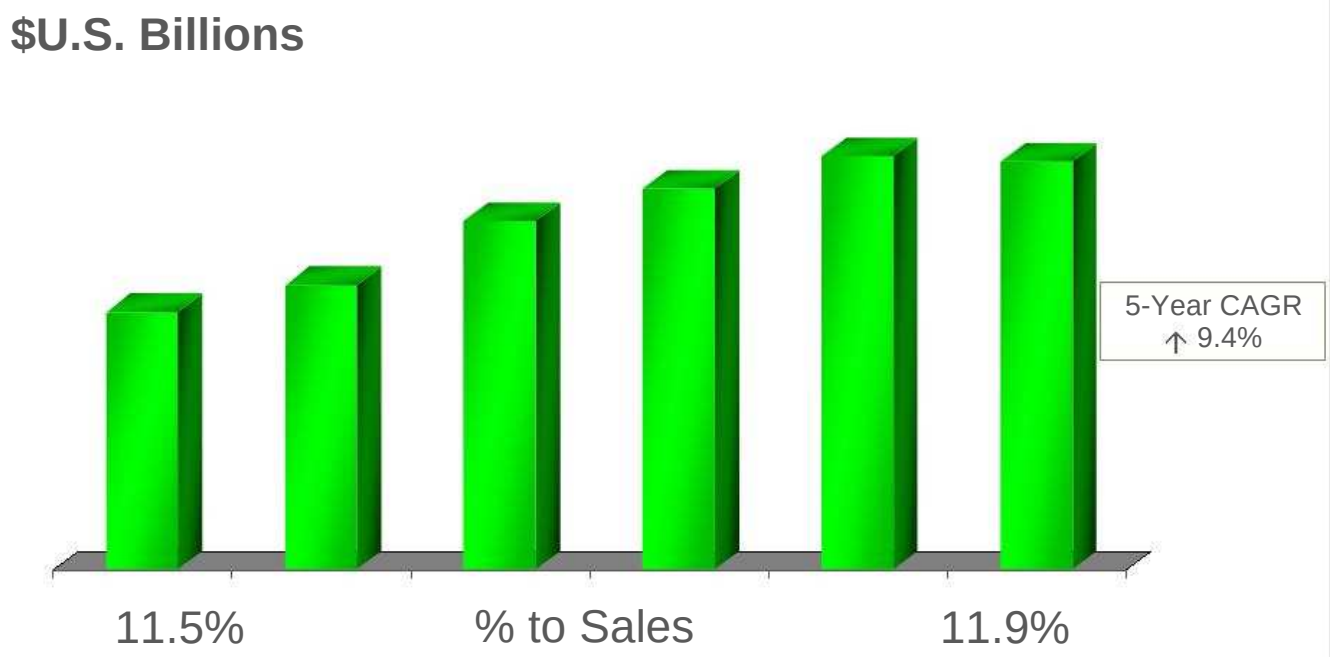
Strategic Framework



Winning in Health Care: Key Elements

- Growing our existing businesses
- Building new platforms for growth
- Participating in public policy dialogue

Winning in Health Care: Growth through R&D



Winning in Health Care: Market Leadership

Johnson & Johnson
#1 or #2

- Anti-Anemia
- Antipsychotics (Injectables)
- Anti-TNF
- Hormonal Contraceptives
- Quinolone Anti-Infective
- Coronary Stents
- Minimally Invasive Surgery
- Orthopaedics
- Sutures
- Psychostimulants
- Lo-Cal Sweeteners
- Blood Glucose Monitoring
- Blood Screening & Typing
- Electrophysiology Diagnostics & Catheters
- Disposable Contact Lenses
- OTC Pharmaceuticals
- Sanitary Protection
- Wound Care
- Baby & Kids Care

Winning in Health Care: 2008 Product Launches and Extensions

- REALIZE™ Adjustable Gastric Band
- CONFIDENCE™ Spinal Cement System
- TRI-LOCK™ Hip Stem with GRIPTION™
- SIGMA® Knee Instruments
- New HARMONIC® Energy Devices
- OneTouch® Ping™
- OneTouch® Vita™
- ACUVUE® TruEye™
- ACUVUE® OASYS™ for Astigmatism
- INTELENCE™ (etravirine)
- VELCADE® (bortezomib)
- PREZISTA® (darunavir)
- CONCERTA® (methylphenidate HCI) Extended-release Tablets
- ZYRTEC®
- AVEENO® Positively Ageless
- LISTERINE TOTAL CARE®

Winning in Health Care: Recent Acquisitions

omrix biopharmaceuticals

Dabao®

SURGRX®

MENTOR

AMIC technology

Pharmaceutical Research & Development

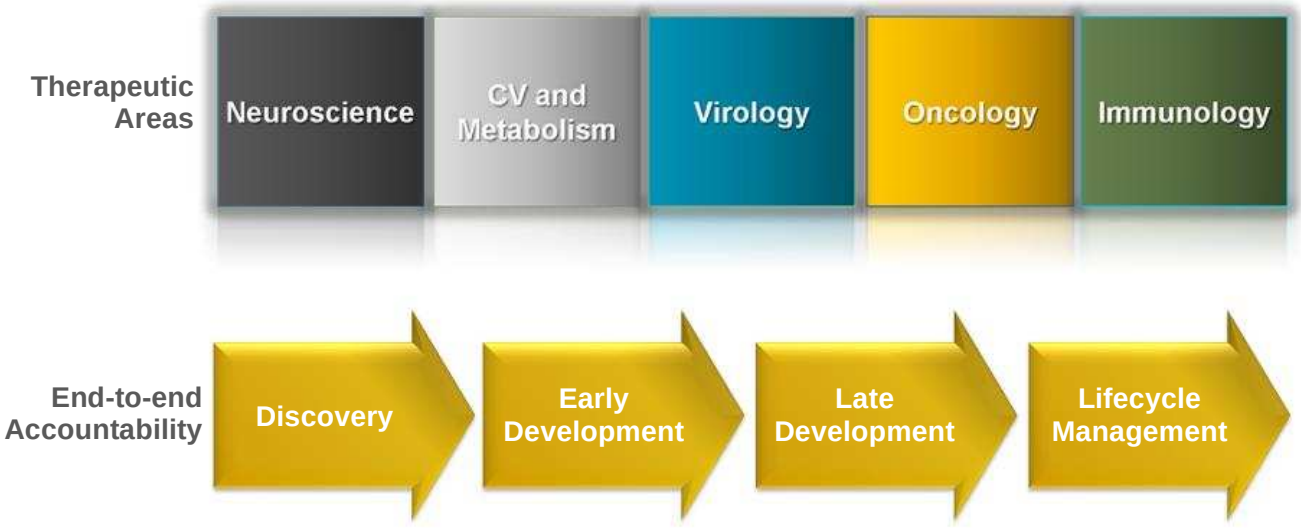
- Leadership in pharmaceutical research and development
  - Seventh largest pharmaceutical company worldwide; fourth largest in the US
  - Fourth largest biotech company worldwide
  - Large and small molecule research focused on 5 therapeutic areas
- Innovative platforms and technologies
- Global operations with end-to-end capabilities
- Outcomes-based development
- Robust pipeline

Pipeline Productivity

Key Pharmaceutical R&D Results: 2008 to Date

- Record submissions and approvals
  - 7 NMEs approved in major markets
  - 8 regulatory filings in the US and EU
- Outstanding late development progress
  - 5 compounds advanced to full development
- Portfolio expansion through
  - Licensing
  - Establishing collaborations
  - Creating new partnerships in emerging regions

Five Therapeutic Area Focused End-to-End Units



Our Oncology Vision

Johnson & Johnson will transform cancer to a preventable, chronic or curable disease by delivering extraordinary diagnostic and therapeutic solutions that prolong and improve patients' lives.

Three Tenets to Realize our Vision

- Biomarkers are essential
- Better understanding of cancer biology will lead to new targets
- Open innovation

Modern Cancer Biology

"By the end of the twentieth century, it became increasingly clear that many of the traits of tumors could not be traced directly back to the individual genes they carry

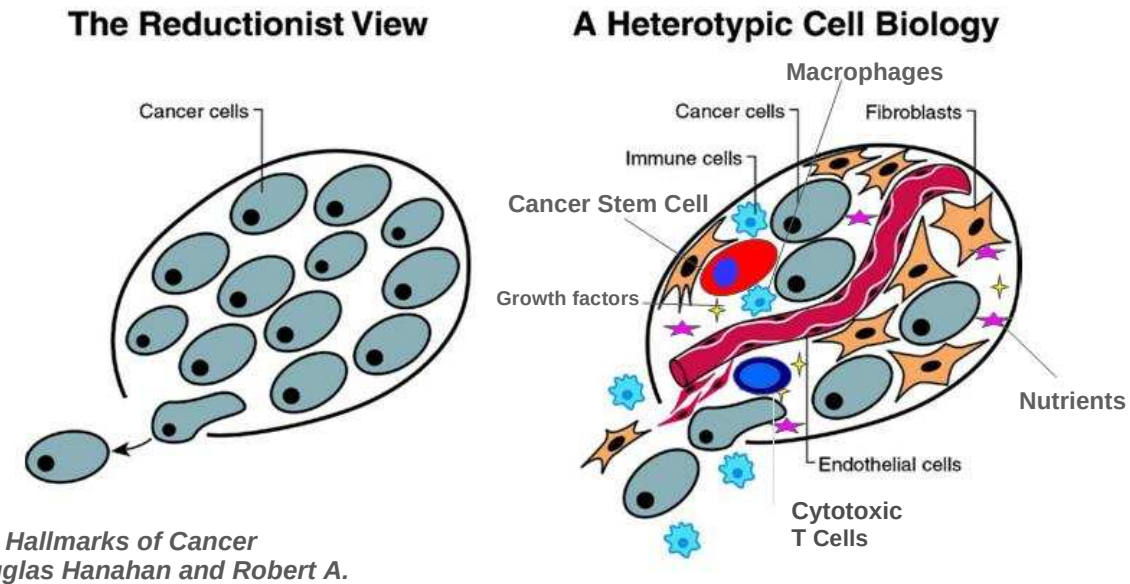
The grand simplification agreed upon by early researchers had begun to lose their utility.

Increasingly, evidence turned up that cancer is actually a disease

of tissues."

» R. A. Weinberg, in The Biology of Cancer, 2006

Old vs. New Thinking



The Hallmarks of Cancer
Douglas Hanahan and Robert A. Weinberg; Cell, 100:57-70, 2000

“Microenvironment Disrupting Agents”

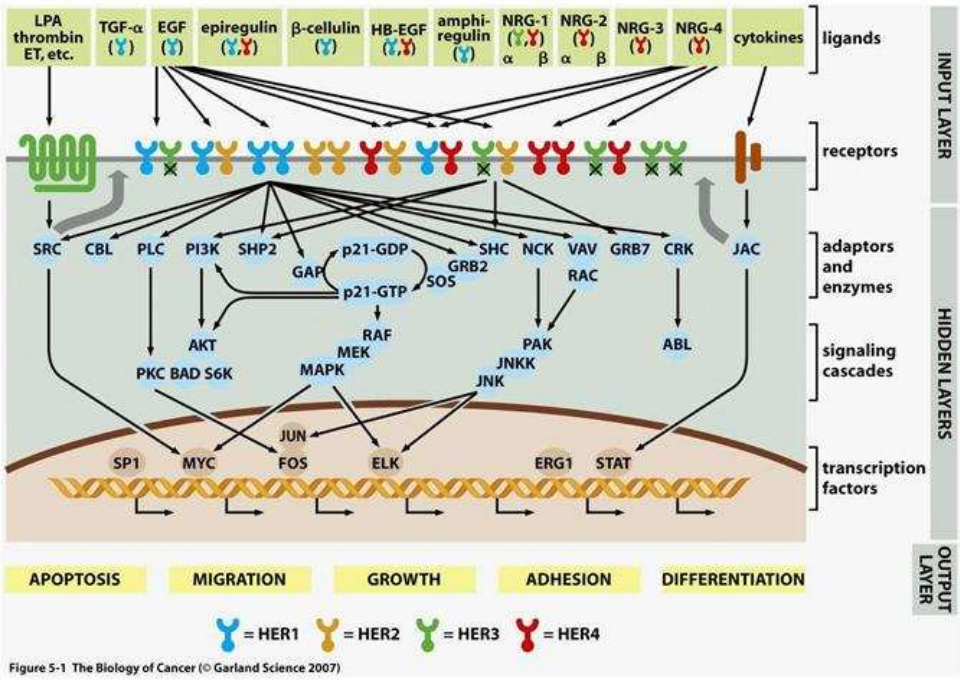
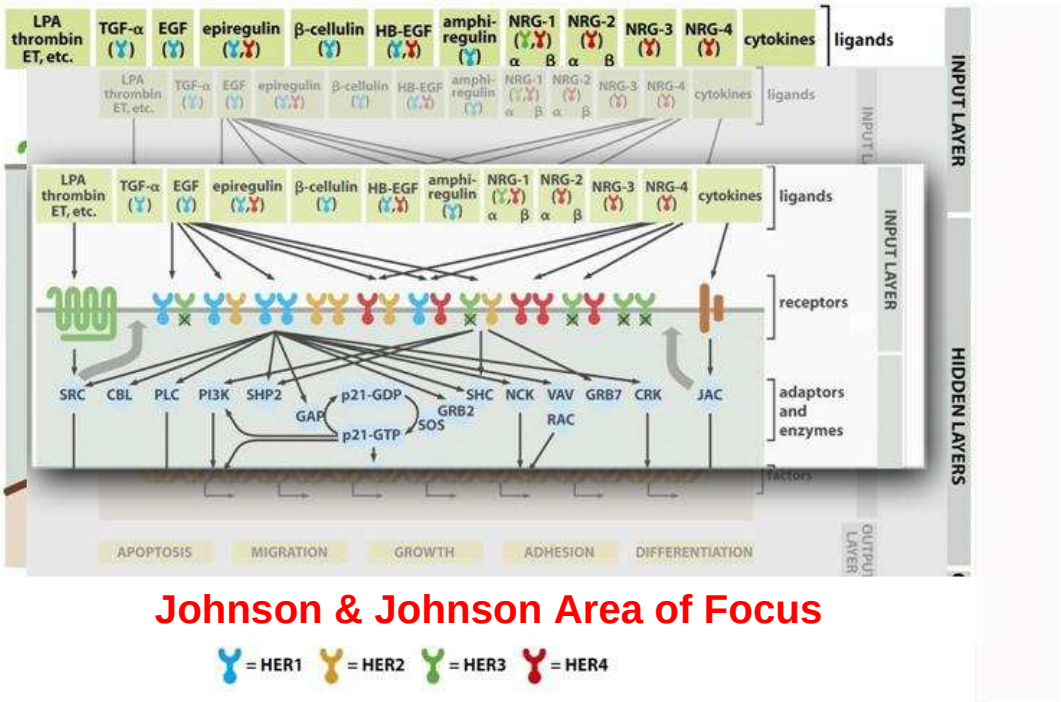


Figure 5-1 The Biology of Cancer (© Garland Science 2007)

“Microenvironment Disrupting Agents”



Johnson & Johnson Area of Focus

Figure 5-1 The Biology of Cancer (© Garland Science 2007)

An Evolution of our Oncology Portfolio

Compound	Target / Class	Phase 1	Phase 2	Phase 3
DOXIL Breast Cancer	Doxorubicin liposomal	Filed		
YONDELIS Ovarian Cancer	trabectedin	Filed		
DACOGEN MDS	DNA Hypermethylation			
VELCADE NHL	bortezomib			
VELCADE SC Formulation	bortezomib			
DACOGEN AML	DNA Hypermethylation			
VELCADE 1ST Line MCL	bortezomib			
CNTO 328 MM (2 nd & 3 rd Ln)	IL-6 mAb			
CNTO 328 MM HRPC	IL-6 mAb			
CNTO-95 HRPC	CCL2 mAb			
CNTO-95 Melanoma	CCL2 mAb			
CNTO 328 MM 1st Line	IL-6 mAb			
CNTO 328 MM Castleman's	IL-6 mAb			
CNTO 888 Oncology	CCL2 mAb			
JNJ- 26854165 Oncology	Hdm-2			
JNJ-38877605 Oncology	c-Met			
JNJ-26481585 Oncology	HDAC			

Small Molecule

Large Molecule

Strong link to MDA Strategy

Confidential

Johnson & Johnson

Our Path Forward

- Deliver right dose of right therapy to right patient at right time
- Seamless flow from discovery, through biomarkers, translational research and clinical development
- Goal to become top 5 oncology company

Johnson & Johnson

Questions & Answers

ORTHO BIOTECH | ONCOLOGY RESEARCH & DEVELOPMENT

UNIT OF CENTOCOR RESEARCH & DEVELOPMENT, INC.

Forward Looking Statements

(This presentation contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from Johnson & Johnson’s, Centocor Research & Development’s and Cougar Biotechnology’s expectations and projections. Risks and uncertainties include the satisfaction of closing conditions for the acquisition, including clearance under the Hart-Scott-Rodino Antitrust Improvements Act; the tender of a majority of the outstanding shares of common stock of Cougar Biotechnology; the possibility that the transaction will not be completed, or if completed, not completed on a timely basis; the potential that market segment growth will not follow historical patterns; general industry conditions and competition; business and economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; domestic and foreign health care reforms and governmental laws and regulations; and trends toward health care cost containment. A further list and description of these risks, uncertainties and other factors can be found in Exhibit 99 of Johnson & Johnson’s Annual Report on Form 10-K for the fiscal year ended December 28, 2008, and Cougar Biotechnology, Inc.’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as well as other subsequent filings. Copies of these filings, as well as subsequent filings, are available online at www.sec.gov , www.cougarbiotechnology.com or on request from Johnson & Johnson or Cougar Biotechnology. None of Johnson & Johnson, Centocor Research & Development or Cougar Biotechnology undertakes to update any forward-looking statements as a result of new information or future events or developments.)

Additional Information

The tender offer described in this presentation has not yet commenced, and this presentation is neither an offer to purchase nor a solicitation of an offer to sell securities. At the time the tender offer is commenced, Johnson & Johnson will cause a new wholly-owned subsidiary, Kite Merger Sub, Inc., to file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (SEC). Investors and Cougar Biotechnology stockholders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and the related solicitation/recommendation statement on Schedule 14D-9 that will be filed by Cougar Biotechnology with the SEC, because they will contain important information. These documents will be available at no charge on the SEC’s website at www.sec.gov . In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may be obtained free of charge by directing a request to Johnson & Johnson at www.jnj.com , or Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, NJ 08933, Attn: Corporate Secretary’s Office.