ALCAN INC
Form SC 14D9/A
August 29, 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. 5)**

**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, Corporate 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 |

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

Introduction

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the Statement ) originally filed by Alcan Inc. on July 24, 2007, as amended by Amendment No. 1 filed on August 1, 2007, Amendment No. 2 filed on August 2, 2007, Amendment No. 3 filed on August 3, 2007 and Amendment No. 4 filed on August 8, 2007.  Except as otherwise noted, the information set forth in the original Statement, as amended by Amendments No. 1, 2, 3 and 4 thereto, remains unchanged.

# Item 9.  Exhibits.

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

| Exhibit No. | Description |
|---|---|
| (a)(17) | Memorandum re. Rio Tinto and Alcan Integration Update |

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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.

August 29, 2007                                   /s/ Roy Millington                                          

                                     Roy Millington

                                     Corporate Secretary

Item 9 is hereby amended and supplemented by adding thefollowing exhibit:                                                4