

UCB S.A.  
Form SC 14D9  
May 19, 2004

---

---

**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

**CELLTECH GROUP PLC**

(Name of Subject Company)

**CELLTECH GROUP PLC**

(Name of Person Filing Statement)

**Ordinary shares, nominal value 50 pence sterling per share  
and  
American Depositary Shares (each representing 2 ordinary shares)**  
(Title of Class of Securities)

**151158102 (American Depositary Shares)**  
(CUSIP Number of Class of Securities)

---

**Peter Allen  
Celltech Group plc  
208 Bath Road  
Slough  
Berkshire SL1 3WE  
England  
+44 (0) 1753 534655**

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

**Copies To:**

**Daniel Epstein  
Allen & Overy  
One New Change  
London EC4M 9QQ  
United Kingdom  
+44 20 7330 2927**

[X]

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

