

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

FINAL AMENDMENT  
(AMENDMENT NO. 1)

SARA LEE CORPORATION  
(Name of Subject Company (Issuer))

SARA LEE CORPORATION (Issuer)  
(Name of Filing Person (Identifying status as Offeror, Issuer or Other Person))

COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)

803111103  
(CUSIP Number of Class of Securities)

Roderick A. Palmore  
Senior Vice President, General Counsel and Secretary  
Three First National Plaza  
70 West Madison Street  
Chicago, Illinois 60602  
(312) 726-2600

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications  
on Behalf of the Filing Person)

COPY TO:

Charles W. Mulaney, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom (Illinois)  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee*
41,402,285	\$184,282

\* Estimated solely for the purpose of calculating the filing fee in accordance with Rule 0-11(a) (4) of the Exchange Act, based on \$22.255, the average of the high and low per share sales prices reported on the New York Stock Exchange on April 10, 2001.

/X/ Check 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: \$264,888      Filing Party: Coach, Inc

Form or Registration No.: 333-54402      Date Filed: January 26, 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:

Third-party tender offer subject to Rule 14d-1.       Issuer tender offers subject to Rule 13e-4.

Going-private transaction subject to Rule 133e-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:

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This Amendment No. 1 ("Amendment No. 1") to Issuer Tender Offer Statement on Schedule TO, filed on March 8, 2001 ("Schedule TO"), relates to an offer by Sara Lee Corporation (the "Exchange Offer"), a Maryland corporation ("Sara Lee") to its stockholders to exchange up to 41,402,285 shares of common stock of Sara Lee Corporation, par value \$.01 per share ("Sara Lee Common Stock"), for shares of common stock, par value \$.01 per share, of Coach, Inc., a Maryland corporation ("Coach Common Stock"). The Exchange Offer was made upon the terms and subject to the conditions set forth in the Offering Circular-Prospectus, dated March 8, 2001, the related Letter of Transmittal and instructions thereto, and certain other relevant documents. Copies of the Offering Circular-Prospectus and the related Letter of Transmittal and instructions thereto were previously filed on Schedule TO as Exhibit 12(a)(1)(i), 12(a)(1)(iii) and 12(a)(1)(iv), respectively. This Amendment No. 1 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4(a) of Schedule TO is hereby amended and supplemented by adding the following language:

The Exchange Offer expired at 12:00 midnight, New York City time, on April 4, 2001, and was not extended. 87,934,494 shares of Sara Lee Common Stock were validly tendered and not withdrawn prior to the expiration of the Exchange Offer. Sara Lee accepted 41,402,285 shares of Sara Lee Common Stock validly tendered and distributed 35,026,333 shares of Coach Common Stock in exchange. The final proration factor for the Exchange Offer was 46.9885074%.

On April 5, 2001, Sara Lee issued a press release announcing the preliminary results of the Exchange Offer, a copy of which is filed as Exhibit 12(a)(5)(ii) to the Amendment No. 1 and is incorporated herein by reference.

On April 11, 2001, Sara Lee issued a press release announcing the final results of the Exchange Offer, a copy of which is filed as Exhibit 12(a)(5)(iii) to this Amendment No. 1 and is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of Schedule TO is hereby amended and supplemented by adding the following to the Index of Exhibits, which is incorporated by reference:

- 12(a)(1)(xviii) Correspondence to Uruguayan Shareholders.
- 12(a)(5)(ii) Press Release, dated April 5, 2001.
- 12(a)(5)(iii) Press Release, dated April 11, 2001.

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.

Date: April 11, 2001

By: /s/ R. Henry Kleeman

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R. Henry Kleeman  
Vice President, Deputy General Counsel  
and Assistant Secretary

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
12(a)(1)(i)	Offering Circular-Prospectus, dated March 8, 2001, incorporated by reference to the Registration Statement
12(a)(1)(ii)	Letter from C. Steven McMillan, incorporated by reference to Exhibit 99.1 to the Registration Statement
12(a)(1)(iii)	Letter of Transmittal, incorporated by reference to Exhibit 99.2 to the Registration Statement
12(a)(1)(iv)	Instructions to Letter of Transmittal, incorporated by reference to Exhibit 99.3 to the Registration Statement
12(a)(1)(v)	Form of Form of Election, incorporated by reference to Exhibit 99.4 to the Registration Statement
12(a)(1)(vi)	Instructions to Form of Election, incorporated by reference to Exhibit 99.5 to the Registration Statement
12(a)(1)(vii)	Checklist for Participation in the Exchange Offer, incorporated by reference to Exhibit 99.6 to the Registration Statement
12(a)(1)(viii)	Letter to Brokers, Securities Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated by reference to Exhibit 99.7 to the Registration Statement
12(a)(1)(iix)	Letter to Clients for use by Brokers, Commercial Banks, Trust Companies and Other Nominees, incorporated by reference to Exhibit 99.8 to the Registration Statement
12(a)(1)(ix)	Notice of Solicited Tender, incorporated by reference to Exhibit 99.9 to the Registration Statement
12(a)(1)(x)	Notice of Guaranteed Delivery, incorporated by reference to Exhibit 99.10 to the Registration Statement
12(a)(1)(xi)	Instructions Substitute Form W-9 and Forms W-8, incorporated by reference to Exhibit 99.11 to the Registration Statement.
12(a)(1)(xii)	Correspondence to Participants in Sara Lee Employee Savings Plans*
12(a)(1)(xiii)	Correspondence to Former Shareholders of Chock full o'Nuts Corporation*
12(a)(1)(xiv)	Correspondence to Former Shareholders of Adams-Millis Corporation*
12(a)(1)(xv)	Supplemental Disclosure for the Netherlands*
12(a)(1)(xvi)	Supplemental Disclosure for Australia*

12(a) (1) (xvii) Supplemental Disclosure for the United Kingdom\*

12(a) (1) (xviii) Correspondence to Uruguayan Shareholders

12(a) (2) Not Applicable

12(a) (3) Not Applicable

12(a) (4) Offering Circular-Prospectus dated March 8, 2001,  
incorporated by reference to the Registration Statement

12(a) (5) (i) Newspaper Advertisement of Exchange Offer for Publication in  
U.S. Newspaper\*

12(a) (5) (ii) Press Release, dated April 5, 2001

12(a) (5) (iii) Press Release, dated April 11, 2001

12(b) Not Applicable

12(d) Not Applicable

12(h) Opinion of Skadden, Arps, Slate, Meagher & Flom (Illinois),  
incorporated by reference to Exhibit 8.1 to the Registration  
Statement

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\* Previously Filed

Sres.  
Sara Lee Corporation  
Presente

REF: CANJE DE ACCIONES DE SARA LEE CORPORATION

Por medio de la presente y en relacion a la oferta de canje de acciones de la referencia, confirmamos a ustedes que comprendemos los documentos enviados a nosotros por ustedes que se encuentran redactados en idioma ingles y no requerimos de una version en idioma espanol de los mismos.

Sin otro particular, saluda a ustedes atentamente,

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[name of the investor]

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The exchange offer constitutes a private placement pursuant to Section 2 of Uruguayan law 16.749. Therefore, neither the shares of Sara Lee common stock nor the shares of Coach, Inc. common stock will be registered with the Central Bank of Uruguay.  
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FOR IMMEDIATE RELEASE

Media: Theresa Herlevsen, 312.558.8489  
Analysts: Janet Bergman, 312.558.8651

SARA LEE CORPORATION ANNOUNCES PRELIMINARY RESULTS OF SUCCESSFUL EXCHANGE OFFER  
FOR COACH, INC. COMMON STOCK

CHICAGO (April 5, 2001) - Sara Lee Corporation (NYSE:SLE) today announced the preliminary results of its successful exchange offer of Coach, Inc. (NYSE:COH) common stock for Sara Lee common stock. The exchange offer expired at 12:00 midnight (EDT) on April 4, 2001.

Approximately 88.1 million shares of Sara Lee common stock were tendered, including 22.8 million shares of Sara Lee common stock that were guaranteed for delivery within three New York Stock Exchange trading days. Sara Lee has accepted for exchange approximately 41.4 million shares of its common stock in exchange for approximately 35 million shares of Coach common stock, at an exchange ratio of 0.846 shares of Coach common stock for each share of Sara Lee common stock. Based on the preliminary results, which indicate that the offer is oversubscribed, a proration factor of approximately 46.8% will be applied. As a result, other than for eligible odd-lot holders, approximately one-half of all tendered shares of Sara Lee common stock will be accepted. Sara Lee expects to announce the final results of the exchange offer, including the final proration factor, on Wednesday, April 11, 2001.



SLC Announces Preliminary Results of Successful Exchange Offer  
for Coach, Inc. Common Stock - Page 2

Shares of Coach common stock will be credited to accounts of tendering stockholders by the exchange agent, Mellon Investor Services LLC, promptly after the final results of the exchange offer are announced. After the exchange offer, Sara Lee will have approximately 787 million shares of common stock outstanding.

Sara Lee Corporation is a global branded consumer packaged goods company with approximately \$17.5 billion in annual revenues. Its leading brands include SARA LEE, DOUWE EGBERTS, HILLSHIRE FARM, KIWI, HANES and PLAYTEX.

Morrow & Co., Inc. has served as information agent for the exchange offer. Stockholders with questions about the exchange offer should call Morrow at (800) 607-0088, toll-free in the United States or (212) 754-8000 from elsewhere. Banks and brokerage firms can call Morrow & Co. at (800) 654-2468, toll-free in the United States. Goldman, Sachs & Co. acted as dealer manager for Sara Lee in connection with the exchange offer.

Coach has filed a Registration Statement on Form S-4, including an offering circular-prospectus, relating to the exchange offer described in this press release and has filed other documents with the Securities and Exchange Commission (SEC) which contain important information, all of which investors are advised to read. These and other documents relating to the exchange offer are filed with the SEC and may be obtained free at the SEC's Web site at WWW.SEC.GOV. Holders of Sara Lee common stock may also obtain each of these documents for free by sending a request to Sara Lee Corporation, Attn: Shareholder Services, Three First National Plaza, Chicago, Illinois, 60602.

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SARA LEE CORPORATION ANNOUNCES FINAL RESULTS  
OF SUCCESSFUL EXCHANGE OFFER FOR COACH, INC. COMMON STOCK

CHICAGO (April 11, 2001) - Sara Lee Corporation (NYSE:SLE) today announced the final results of its successful exchange offer of Coach, Inc. (NYSE:COH) common stock for Sara Lee common stock, including the final proration factor of 46.9885074 percent. The exchange offer, which was oversubscribed, expired at 12:00 midnight (EDT) on April 4, 2001.

The successful conclusion of the exchange offer marks the completion of Sara Lee's divestiture of its entire investment in Coach.

"Sara Lee has realized \$1.1 billion in net value for our shareholders with the divestiture of Coach," said C. Steven McMillan, president and chief executive officer of Sara Lee Corporation. "Less than a year ago, Sara Lee announced a significant reshaping of its business portfolio to strengthen its leadership position as a global branded consumer packaged goods company. With the completion of the Coach disposition, Sara Lee achieves an important milestone in its reshaping program."

Based on the final count by the exchange agent, 87,934,494 shares of Sara Lee common stock were validly tendered, including 156,907 shares held by eligible odd-lot holders. In accordance with the terms of the exchange offer, Sara Lee has accepted 41,402,285 shares of Sara Lee common stock in exchange for 35,026,333 shares of Coach common stock, on the basis of 0.846 shares of Coach common stock for each share of Sara Lee common stock.

All shares tendered by eligible odd-lot stockholders have been accepted; all other shares tendered have been accepted at the 46.9885074 percent proration factor. As a result, other than for eligible odd-lot holders, approximately one-half of all tendered shares of Sara Lee common stock was accepted.

Shares of Coach common stock will be credited promptly to accounts of tendering stockholders on the books of Coach's transfer agent, Mellon Investor Services LLC, who also acted as Sara Lee's exchange agent for the exchange offer. Shares of Sara Lee common stock not accepted by Sara Lee will be returned promptly to tendering stockholders in the manner set forth in the offering circular-prospectus. After the exchange offer, Sara Lee will have approximately 787 million shares of common stock outstanding.

Sara Lee Corporation is a global branded consumer packaged goods company with approximately \$17.5 billion in annual revenues. Its leading brands include SARA LEE, DOUWE EGBERTS, HILLSHIRE FARM, KIWI, HANES and PLAYTEX.

Morrow & Co., Inc. has served as information agent for the exchange offer. Stockholders with questions about the exchange offer should call Morrow at (800) 607-0088, toll-free in the United States, or (212) 754-8000 from elsewhere. Banks and brokerage firms can call Morrow & Co. at (800) 654-2468, toll-free in the United States. Goldman, Sachs & Co. acted as dealer manager for Sara Lee in connection with the exchange offer.

Coach has filed a Registration Statement on Form S-4, including an offering circular-prospectus, relating to the exchange offer described in this press release and has filed other documents with the Securities and Exchange Commission (SEC) which contain important information, all of which investors are advised to read. These and other documents relating to the exchange offer are filed with the SEC and may be obtained free at the SEC's Web site at WWW.SEC.GOV. Holders of Sara Lee common stock may also obtain each of these documents for free by sending a request to Sara Lee Corporation, Attn: Shareholder Services, Three First National Plaza, Chicago, Illinois, 60602.

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