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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## SCHEDULE TO/A

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 9)

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BARE ESSENTUALS, INC.  
(Name of Subject Company)

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BLUSH ACQUISITION CORPORATION  
SHISEIDO COMPANY, LIMITED  
(Names of Filing Persons (Purchasers))

Common Stock, Par Value \$.001 Per Share

(Title of Class of Securities)

067511105

(CUSIP Number of Class of Securities)

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Takeshi Nakatsu  
General Manager, Business Development Department  
Shiseido Company, Limited  
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Tel: +81-3-6218-6657  
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(Name, Address and Telephone Number of Persons Authorized to Receive Notices  
and Communications on Behalf of filing persons)

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### CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$1,763,985,969	\$ 125,773

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$18.20, the per share tender offer price, by 96,922,306 the sum of the 92,048,851 currently outstanding shares of Common Stock sought in the Offer and the 4,873,455 shares of Common Stock subject to all outstanding options.

\*\* Calculated by multiplying the transaction valuation by 0.00007130.

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: \$ 125,773      Filing Party: Blush Acquisition Corporation  
Form or Registration No.: Schedule TO      Date Filed: January 25, 2010

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

Check the appropriate boxes 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:

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This Amendment No. 9 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "SEC") on January 25, 2010 and previously amended by Blush Acquisition Corporation, a Delaware corporation ("Purchaser") and an indirect wholly owned subsidiary of Shiseido Company, Limited, a corporation organized under the laws of Japan ("Shiseido"). The Schedule TO relates to the offer by Purchaser (the "Offer") to purchase all outstanding shares of Common Stock, par value \$.001 per share (the "Shares"), of Bare Escentuals, Inc., a Delaware corporation (the "Company"), at a purchase price of \$18.20 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 25, 2010 (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the "Offer").

The information set forth in the Offer to Purchase, including all schedules thereto, and the related Letter of Transmittal is incorporated herein by reference with respect to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent provided herein. Capitalized terms used and not defined herein shall have the meanings set forth in the Offer to Purchase.

Documentation relating to the Offer has been mailed to Bare Escentuals' stockholders and may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), and may also be obtained at no charge by directing a request by mail to the information agent for the Offer, Innisfree M&A Incorporated, at 501 Madison Avenue, 20th Floor, New York, NY 10022, or by calling toll-free at (877) 750-9499 or collect at (212) 750-5833 for banks and brokers.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is amended and supplemented by adding the following:

"The initial period of the Offer expired at 12:00 midnight, New York City time, on Monday, March 8, 2010. According to the Depository, as of the expiration of the initial offering period, a total of 80,005,604 Shares, representing over 86.9 percent of the outstanding Shares, were validly tendered and not withdrawn prior to the expiration of the Offer. Purchaser has accepted all such Shares for payment in accordance with the terms of the Offer, including 3,064,295 of such Shares that were tendered pursuant to the Offer's guaranteed delivery procedure.

On March 9, 2010, Shiseido issued a press release, and filed an additional press release with the Tokyo Stock Exchange in Japan, announcing the results of the Offer and that Purchaser has commenced a Subsequent Offering Period for all remaining untendered Shares expiring at midnight, New York City time, on Thursday, March 11, 2010. During the Subsequent Offering Period, holders of Shares who did not previously tender their Shares in the Offer may do so and will promptly receive the same \$18.20 per Share cash consideration paid during the initial offering period. Purchaser will immediately accept for payment all Shares validly tendered during this Subsequent Offering Period, and payment will be made promptly after acceptance, in accordance with the terms of the Offer. The procedures for accepting the

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Offer and tendering Shares during the Subsequent Offering Period are the same as those described for the Offer in the Offer to Purchase, except that (i) guaranteed delivery procedures may not be used during the Subsequent Offering Period and (ii) Shares tendered during the Subsequent Offering Period may not be withdrawn.

The full text of the press release issued by Shiseido announcing, among other things, the Subsequent Offering Period is filed as Exhibit (a)(8) hereto and is incorporated herein by reference.”

**Item 12. Exhibits.**

Item 12 of the Schedule TO is amended and supplemented by adding the following:

- (a)(8) Press Release issued by Shiseido on March 9, 2010.
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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.

Dated: March 9, 2010

BLUSH ACQUISITION CORPORATION

By: /s/ Joseph S. Kendy, Jr.  
Name: Joseph S. Kendy, Jr.  
Title: Secretary

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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.

Dated: March 9, 2010

SHISEIDO COMPANY, LIMITED

By: /s/ Carsten Fischer

Name: Carsten Fischer

Title: Chief Officer

International Business Division

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)*	Offer to Purchase dated January 25, 2010.
(a)(2)*	Form of Letter of Transmittal.
(a)(3)*	Form of Notice of Guaranteed Delivery.
(a)(4)*	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(5)*	Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.
(a)(6)*	Summary Advertisement as published in <i>The Wall Street Journal</i> on January 25, 2010.
(a)(7)*	Joint Press Release issued by Shiseido and the Company on January 25, 2010.
(a)(8)	Press Release issued by Shiseido on March 9, 2010.
(b)(1)*	Letter of Commitment for Senior Credit Facility between Mizuho Bank, Limited and Shiseido, dated January 13, 2010.
(b)(2)*	Summary of Financing Terms between Mizuho Bank, Limited and Shiseido.
(b)(3)*	Memorandum, dated as of March 5, 2010, between Shiseido and Mizuho Bank, Limited.
(b)(4)*	Agreement on Overdraft in Special Current Account (for Money Market Interest Rate use), dated as of March 5, 2010, between Shiseido and Mizuho Bank, Limited.
(c)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of January 14, 2010, among Shiseido, Purchaser and the Company (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by the Company with the SEC on January 15, 2010).
(d)(2)	Stockholders Support Agreement, dated as of January 14, 2010, among Shiseido, Purchaser, Berkshire Partners LLC, Berkshire Fund V, Limited Partnership, Berkshire Fund VI, Limited Partnership and Berkshire Investors LLC (incorporated by reference to Exhibit 2.2 of the Schedule 13D filed by Berkshire Partners LLC and each other Berkshire entity that is a party to the Stockholders Support Agreement).
(d)(3)*	Contribution Agreement, dated as of January 14, 2010, between Shiseido and Leslie Blodgett on behalf of herself and as trustee of the Blodgett Family Trust dated June 4, 2004.
(d)(4)*	Confidentiality Agreement, dated as of September 17, 2009, between Shiseido and the Company.

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- (d)(5) Amended and Restated Name and Likeness Agreement, dated as of January 14, 2010, between the Company and Leslie Blodgett (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K filed by the Company with the SEC on January 20, 2010).
- (d)(6) Employment Agreement, dated as of January 14, 2010, between the Company and Leslie Blodgett (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by the Company with the SEC on January 20, 2010).
- (d)(7) Employment Agreement, dated as of January 14, 2010, between the Company and Myles McCormick (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed by the Company with the SEC on January 20, 2010).
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed.

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## NEWS RELEASE

**Shiseido Announces Successful Tender Offer and Commencement of a Subsequent Offering Period for Common Stock of Bare Escentuals**

**Tokyo, Japan; New York, U.S.A. — March 9, 2010** — Shiseido Co., Ltd. (Tokyo Stock Exchange, First Section: 4911) (“Shiseido”), the Japan-based leading global cosmetics company, announced today the successful completion of a tender offer through its indirect wholly-owned subsidiary, Blush Acquisition Corporation (“Purchaser”), for all outstanding shares of common stock of Bare Escentuals, Inc. (NASDAQ: BARE) (“Bare Escentuals”) for \$18.20 per share, net to the seller in cash, without interest and less any applicable withholding taxes.

The tender offer and withdrawal rights expired at 12:00 midnight, New York City time, on Monday, March 8, 2010. BNY Mellon Shareowner Services, the depositary for the tender offer, has advised that, as of the expiration time, 80,005,604 shares (including 3,064,295 shares subject to guarantees of delivery) were validly tendered and not withdrawn, representing approximately 86.9 % of all outstanding shares of common stock of Bare Escentuals. All shares that were validly tendered and not properly withdrawn have been accepted for purchase. Purchaser will promptly pay for such shares, at the offer price of \$18.20 per share, net to the seller in cash, without interest and less any applicable withholding taxes.

Shiseido also announced that Purchaser will provide a subsequent offering period for all remaining shares of Bare Escentuals common stock to permit stockholders who have not yet tendered their shares the opportunity to do so. This subsequent offering period will expire at 12:00 midnight, New York City time, on Thursday, March 11, 2010. The same \$18.20 per share cash consideration offered during the initial offering period will be paid to holders of Bare Escentuals' common stock who tender their shares during the subsequent offering period. The procedures for tendering shares during the subsequent offering period are the same as during the initial offering period, except that (i) the guaranteed delivery procedures may not be used during the subsequent offering period and (ii) shares tendered during the subsequent offering period may not be withdrawn.

Following the completion of the subsequent offering period, if Purchaser obtains at least 90% of outstanding shares of Bare Escentuals through the tender offer or otherwise, Shiseido intends to

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complete the acquisition of Bare Escentuals through a “short-form” merger under Delaware law, pursuant to which Bare Escentuals will become an indirect subsidiary of Shiseido. As a result of the merger, any shares of common stock of Bare Escentuals not tendered (except for shares held in the treasury of Bare Escentuals or owned by Shiseido or Purchaser or any direct or indirect subsidiary of Shiseido, Purchaser or Bare Escentuals or shares for which appraisal rights are properly demanded) will automatically be cancelled and converted into the right to receive the same \$18.20 in cash per share, without interest and less any applicable withholding taxes, that was paid in the tender offer. In addition, Bare Escentuals’ common stock will cease to be traded on the NASDAQ Global Select Market, and Bare Escentuals will no longer have reporting obligations under the Securities Exchange Act of 1934.

Shinzo Maeda, President and CEO of Shiseido, said, “We are very pleased with the support we have received from shareholders so far. Together we are well positioned to use our strengthened platform to drive further global growth and are excited to take Bare Escentuals on our journey to become a global player representing Asia with its origins in Japan.”

Bare Escentuals will operate as a separate business division of Shiseido and its unique brands will continue to be managed under Bare Escentuals’ current management. This transaction will enable Shiseido to immediately strengthen its position in the U.S. market and expand its product portfolio into mineral-based cosmetics, and at the same time, Shiseido’s global reach and world-class product development capabilities will help accelerate Bare Escentuals’ growth outside of North America, including in high-growth potential markets throughout Asia.

**CONTACTS:**

**Investor and related inquiries, via Information Agent for the tender offer:**

Innisfree M&A Incorporated +1 (877) 750-9499

**Media and related inquiries:**

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## NOTES TO EDITORS

### ***About Shiseido Co. Ltd.***

As the largest cosmetics company in Japan, Shiseido develops, produces and sells skin care, make-up, fragrance and hair care products for men and women. Present in over 70 countries, its 20-plus brands include namesake *Shiseido*, *Elixir Superieur*, *Maquillage*, and *Integrate* brands, which are sold through department stores, drug stores and other retail outlets. The company posted annual sales of JPY 690.3bn (US\$7.5bn) in fiscal year 2009, nearly 40% of which were generated by its overseas businesses. Shiseido is among the top three cosmetic brands in China and many other Asian markets. Globally Shiseido employs a total of approximately 29,000 people. For further information please visit: [www.shiseido.com/index.htm](http://www.shiseido.com/index.htm)

### ***About Bare Escentuals, Inc.***

Bare Escentuals, Inc. is one of the leading prestige cosmetic companies in the United States and an innovator in mineral-based cosmetics. The company utilizes a distinctive marketing strategy and multi-channel distribution model to develop, market and sell cosmetics, skin care and body care products under its *bareMinerals*, *RareMinerals*, *Buxom* and *md formulations* brands worldwide. For further information please visit: [www.bareescentuals.com](http://www.bareescentuals.com).

## LEGAL NOTICES AND DISCLAIMERS

This news release is for informational purposes only. It does not constitute an offer to purchase shares of Bare Escentuals or a Solicitation/Recommendation Statement under the rules and regulations of the Securities and Exchange Commission. Purchaser has filed with the Securities and Exchange Commission a Tender Offer Statement on Schedule TO and Bare Escentuals has filed a Solicitation/Recommendation Statement on Schedule 14D-9. These documents contain important information and shareholders of Bare Escentuals are advised to carefully read these documents before making any decision with respect to the tender offer. These documents may be obtained free of charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov). Persons with questions regarding the offer should contact the Information Agent at (877) 750-9499.

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