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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to

SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

and

SCHEDULE 13D
Under the Securities Exchange Act of 1934

NEUTROGENA CORPORATION
(Name of Subject Company)

JNJ ACQUISITION CORP.
JOHNSON & JOHNSON
(Bidders)

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

641246103
(CUSIP Number of Class of Securities)

James R. Hilton, Esq.
JNJ Acquisition Corp.
c/o Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933
(908) 524-2450

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

Copies to:

Robert A. Kindler, Esq.
Cravath, Swaine & Moore
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

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Johnson & Johnson ("Parent") and JNJ Acquisition Corp. (the "Purchaser") hereby amend and supplement their combined Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D originally filed on August 26, 1994 (the "Statement"), with respect to an offer (the "Offer") to purchase all outstanding shares of common stock, par value \$0.001 per share, of Neutrogena Corporation, a Delaware corporation (the "Company"), on the terms described

in the Offer to Purchase dated August 26, 1994. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

Item 10. Additional Information.

(f) On September 2, 1994, Parent and the Company each filed a Notification and Report Form with respect to the Offer under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), and requested early termination of the waiting period thereunder. In accordance therewith, the waiting period under the HSR Act is scheduled to expire at 11:59 p.m., New York City time, on September 17, 1994, unless early termination of the waiting period is granted or unless the waiting period is extended in the event that either the Antitrust Division of the Department of Justice or the Federal Trade Commission requests additional information or documentary material from Parent concerning the Offer.

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.

Dated: September 7, 1994

JNJ ACQUISITION CORP.,

By: _____
Name:
Title:

JOHNSON & JOHNSON,

By: _____
Name:
Title: