

ELECTRONICS FOR IMAGING INC
Form SC TO-I/A
December 04, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(RULE 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

Electronics For Imaging, Inc.

(Name of Subject Company (Issuer))

Electronics For Imaging, Inc.

(Name of Filing Person (Offeror))

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

286082102

(CUSIP Number of Class of Securities)

John Ritchie

Electronics For Imaging, Inc.

303 Velocity Way

Foster City, California 94404-4803

(650) 357-3500

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

With a copy to:

C. Brophy Christensen, Esq.

O Melveny & Myers LLP

Two Embarcadero Center, 28th Floor

San Francisco, California 94111

(415) 984-8700

Calculation of Filing Fee

	Amount of
Transaction Valuation*	Filing Fee**
\$57,375,000	\$3,202

* Maximum valuation of the transaction.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2010, issued October 30, 2009, equals \$55.80 per \$1,000,000 of the aggregate amount of the Transaction Valuation. The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

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- 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: \$3,202
Form or Registration No.: Schedule TO

Filing Party: Electronics For Imaging, Inc.
Date Filed: November 20, 2009

- 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 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:

INTRODUCTION

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) originally filed by Electronics For Imaging, Inc., a Delaware corporation (the Company), with the Securities and Exchange Commission on November 20, 2009. The Schedule TO relates to the offer by the Company to purchase up to 4,500,000 shares of its common stock, par value \$0.01 per share, at a price not greater than \$12.75 nor less than \$11.25 per share (in multiples of \$0.10 per share), to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 20, 2009 (the Offer to Purchase), the related Letter of Transmittal (the Letter of Transmittal) and other related tender offer materials.

This Amendment is filed solely to correct the date after which tendering stockholders may withdraw their shares if not yet accepted for payment in order to comply with Rule 13e-4(f)(2) promulgated under the Securities Exchange Act of 1934, as amended.

Amendment to the Offer to Purchase

The Offer to Purchase and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

The last sentence of the paragraph entitled "Once I have tendered shares in the Offer, can I withdraw my tender?" on page v of the Offer to Purchase is hereby amended and restated in its entirety as follows: "If we have not accepted for payment the shares you have tendered to us, you may also withdraw your shares at any time after 12:00 midnight, New York City time, on Thursday, January 21, 2010."

The last sentence of the first paragraph of Section 4 entitled "Withdrawal Rights" on page 10 of the Offer to Purchase is hereby amended and restated in its entirety as follows: "You may also withdraw your previously tendered shares at any time after 12:00 midnight, New York City time, on Thursday, January 21, 2010, unless such shares have been accepted for payment as provided in 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: December 4, 2009

Electronics For Imaging, Inc.

By:	/s/ JOHN RITCHIE
Name:	John Ritchie
Title:	Chief Financial Officer

INDEX OF EXHIBITS

Exhibit	Description
Number	Description
(a)(1)(i)*	Offer to Purchase, dated November 20, 2009.
(a)(1)(ii)*	Letter of Transmittal.
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated November 20, 2009.
(a)(1)(v)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated November 20, 2009.
(a)(1)(vi)*	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(1)(vii)	Press Release, dated October 28, 2009. (1)
(a)(1)(viii)*	Press Release, dated November 20, 2009.
(a)(1)(ix)*	Email to all employees from John Ritchie, the Company's Chief Financial Officer, dated November 20, 2009.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(b)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed with the Schedule TO.

(1) Incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K (SEC File No. 000-18805) filed with the SEC on October 28, 2009.