

ZEBRA TECHNOLOGIES CORP/DE
Form SC 13D/A
October 12, 2001

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 2)

FARGO ELECTRONICS, INC.

(Name of Issuer)

**COMMON STOCK
\$.01 PAR VALUE**

(Title of Class of Securities)

30744P 10 2

(CUSIP Number)

**Edward L. Kaplan
Zebra Technologies Corporation
333 Corporate Woods Parkway
Vernon Hills, IL 60061
(847) 634-6700**

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

October 11, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following: //

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13D

CUSIP No. 30744P 10 2

1. NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 ZEBRA TECHNOLOGIES CORPORATION
 36-6966580

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) //
 (b) /x/

3. SEC Use Only

4. Source of Funds OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) //

6. Citizenship or Place of Organization
 State of Delaware

| | | |
|--|------------------------------|--------------------------|
| Number of Shares | 7. Sole Voting Power | 585,000 ⁽¹⁾ |
| Beneficially Owned by Each Reporting Person With | 8. Shared Voting Power | 5,585,036 ⁽²⁾ |
| | 9. Sole Dispositive Power | 585,000 ⁽¹⁾ |
| | 10. Shared Dispositive Power | |

11. Aggregate Amount Beneficially Owned by Each Reporting Person 6,170,036⁽¹⁾⁽²⁾

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares //

13. Percent of Class Represented by Amount in Row (11) 51.0%

14. Type of Reporting Person CO

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- (1) From November 15, 2000 to November 28, 2000, Zebra acquired 585,000 shares of Fargo common stock in open market purchases.
- (2) 5,585,036 shares of Fargo Electronics, Inc. ("Fargo") common stock are subject to Stockholder Agreements, dated as of July 31, 2001, by and between Zebra Technologies Corporation ("Zebra") and each of several entities affiliated with TA Associates, Inc. and St. Paul Venture Capital, Inc. and each of the executive officers and directors of Fargo (as discussed in Items 3 and 4 below). Included in this total are 331,686 shares issuable upon exercise of options that are vested or will vest within 60 days or upon a change in control of Fargo. Zebra expressly disclaims beneficial ownership of any of the shares of Fargo common stock covered by the Stockholder Agreements.
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Item 1. Security and Issuer.

Zebra Technologies Corporation, a Delaware corporation ("Zebra"), hereby amends and supplements its statement on Schedule 13D originally filed on August 3, 2001 and amended and supplemented by Amendment No. 1 thereto dated August 30, 2001 (as so amended and supplemented, the "Schedule 13D"), with respect to the common stock, par value \$0.01 per share ("Fargo Common Stock"), of Fargo Electronics, Inc., a Delaware corporation (sometimes referred to herein as "Issuer" or "Fargo"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by adding the following paragraph at the end of Sections (a) and (b):

"On October 11, 2001, Zebra, Merger Sub and Fargo entered into Amendment No. 2 to the Acquisition Agreement ("Amendment No. 2") pursuant to which (1) the time period within which Fargo will have the right to terminate the Acquisition Agreement as a result of a failure to receive clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, was moved back from the period beginning on the sixty-first (61st) day after receipt of a "second request" for information from the Federal Trade Commission and ending five (5) business days later to the period from February 14, 2002 through February 22, 2002 and (2) a condition to the Offer was modified in light of the terrorist attacks on the United States on September 11, 2001 and resulting actions. Specifically, the suspension of trading in securities on the New York Stock Exchange, Inc. during the period from September 11 through 14, 2001 and the terrorist attacks on the United States on September 11, 2001 and any subsequent military actions and other armed hostilities, including additional terrorist attacks on the United States or any military response by the United States, resulting therefrom (other than any such subsequent actions or hostilities that will, because of their significant and lasting effect on the United States and/or its economy, make consummation of the Offer impracticable) may not be asserted as failures of the conditions to the Offer. A copy of Amendment No. 2 is filed as Exhibit 5 to the Schedule 13D and is incorporated herein by reference."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding ", Amendment No. 2" immediately following "Amendment No. 1" in the only sentence under Item 6.

Item 7. Materials to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by adding the following exhibit:

5. Amendment No. 2, dated as of October 11, 2001, to the Acquisition Agreement among Zebra Technologies Corporation, Rushmore Acquisition Corp. and Fargo Electronics, Inc.

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SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 12, 2001

ZEBRA TECHNOLOGIES CORPORATION

By: /s/ CHARLES R. WHITCHURCH

Name: Charles R. Whitchurch
Title: Chief Financial Officer and Treasurer

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Exhibit Index

| Exhibit Number | Description |
|-----------------------|---|
| 1 | Acquisition Agreement, dated as of July 31, 2001, by and among Zebra Technologies Corporation, Rushmore Acquisition Corp. and Fargo Electronics, Inc. |
| 2 | Form of Stockholder Agreement, dated as of July 31, 2001, by and between Zebra Technologies Corporation and each of certain entities affiliated with TA Associates, Inc. and St. Paul Venture Capital, Inc. |
| 3 | Form of Stockholder Agreement, dated as of July 31, 2001, by and between Zebra Technologies Corporation and each of the executive officers and directors of Fargo Electronics, Inc. |
| 4 | Amendment No. 1, dated as of August 30, 2001, to the Acquisition Agreement by and among Fargo Electronics, Inc., Zebra Technologies Corporation and Rushmore Acquisition Corp. |
| 5* | Amendment No. 2, dated as of October 11, 2001, to the Acquisition Agreement among Zebra Technologies Corporation, Rushmore Acquisition Corp. and Fargo Electronics, Inc. |

*Filed herewith; all others previously filed.

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