

MAGNA INTERNATIONAL INC
Form SC TO-I/A
September 06, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

Magna International Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Class A Subordinate Voting Shares
(Title of Class of Securities)

559222401
(CUSIP Number of Class of Securities)

J. Brian Colburn
Executive Vice-President and Secretary
Magna International Inc.
337 Magna Drive
Aurora, ON L4G 7K1
(905) 726-2462

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

WITH A COPY TO:
Scott M. Freeman
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019
(212) 839-5300

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount Of Filing Fee |
|------------------------|----------------------|
| \$1,536,600,000 | \$47,173.62 |

*

For the purpose of calculating the filing fee only, this amount is based on the purchase of \$1,536,600,000 in value of Class A Subordinate Voting Shares of Magna International Inc.

ý

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: \$47,173.62

Form or Registration No.: Schedule TO. File No. 005-43799

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Filing Party: Magna International Inc.

Date Filed: August 14, 2007

- 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:

INTRODUCTORY STATEMENT

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "SEC") on August 14, 2007, as amended by Amendment filed with the SEC on August 15, 2007 and by Amendment No. 2 filed with the SEC on August 22, 2007 (the "Schedule TO"), and relates to the offer by Magna International Inc., a corporation existing under the laws of Province of Ontario, Canada (the "Company"), to purchase up to \$1,536,600,000 in value of its Class A Subordinate Voting Shares ("Shares"), or such lesser number of Shares as are properly tendered and not properly withdrawn, from its shareholders. The tender offer will be conducted upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 13, 2007 and filed as Exhibit (a)(1)(i) to the Schedule TO, and the related Letter of Transmittal filed as Exhibit (a)(1)(ii) to the Schedule TO, each as amended by the Notice of Variation, dated September 6, 2007 (the "Notice of Variation"), filed herewith as Exhibit (a)(1)(iv), and as may be further amended or supplemented.

This Issuer Tender Offer Statement on Schedule TO is intended to satisfy the applicable reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended. The information contained in the Offer to Purchase and the Letter of Transmittal, copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii) to the Schedule TO as amended and supplemented by the information contained in the Notice of Variation, a copy of which is filed herewith as Exhibit (a)(1)(iv) is incorporated herein by reference in response to items 1 through 11 of the Schedule TO. Capitalized terms used herein and not otherwise defined have the meaning given to such terms in the Offer to Purchase.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit(s):

- (a)(1)(iv) Notice of Variation, dated September 6, 2007
- (a)(5)(v) Press Release, dated September 6, 2007.

Item 13. Information Required By Schedule 13e-3.

Not applicable.

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| (a)(1)(i) | Offer to Purchase dated August 13, 2007. ⁽¹⁾ |
| (a)(1)(ii) | Letter of Transmittal. ⁽¹⁾ |
| (a)(1)(iii) | Notice of Guaranteed Delivery. ⁽¹⁾ |
| (a)(1)(iv) | Notice of Variation dated September 6, 2007. |
| (a)(2) | Not Applicable. |
| (a)(3) | Not Applicable. |
| (a)(4) | Not Applicable. |
| (a)(5)(i) | Press Release dated May 10, 2007. ⁽²⁾ |
| (a)(5)(ii) | Press Release dated July 25, 2007. ⁽³⁾ |
| (a)(5)(iii) | Press Release dated August 11, 2007. ⁽⁴⁾ |
| (a)(5)(iv) | Press Release dated August 21, 2007. ⁽⁵⁾ |
| (a)(5)(v) | Press Release dated September 6, 2007. |
| (b) | Not Applicable. |
| (d) | Not Applicable. |
| (g) | Not Applicable. |
| (h) | Not Applicable. |

- (1) Incorporated by reference to the Schedule TO filed by the Company on August 14, 2007.
- (2) Incorporated by reference to the Schedule TO filed by the Company on May 10, 2007.
- (3) Incorporated by reference to the Schedule TO filed by the Company on July 26, 2007.
- (4) Incorporated by reference to the Schedule TO filed by the Company on August 13, 2007.
- (5) Incorporated by reference to the Schedule TO filed by the Company on August 22, 2007.

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.

MAGNA INTERNATIONAL INC.

By: /s/ J. Brian Colburn

J. Brian Colburn
Executive Vice-President and Secretary

Date: September 6, 2007

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