

IMAGISTICS INTERNATIONAL INC
Form SC 14D9/A
October 26, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3

TO

SCHEDULE 14D-9

(RULE 14d-9(c))

**SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT
OF 1934**

IMAGISTICS INTERNATIONAL INC.

(Name of Subject Company)

IMAGISTICS INTERNATIONAL INC.

(Name of Person(s) Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(including the associated preferred stock purchase rights)

(Title of Class of Securities)

45247T104

(CUSIP Number of Class of Securities)

Mark S. Flynn

Vice President, General Counsel and Secretary

100 Oakview Drive

Trumbull, Connecticut 06611

(203) 365-7000

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

With a Copy to:

Louis L. Goldberg

Davis Polk & Wardwell

450 Lexington Avenue

New York, NY 10017

(212) 450-4000

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

Imagistics International Inc., a Delaware corporation (the "**Company**"), hereby amends and supplements its Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the "**Schedule 14D-9**"), initially filed with the Securities and Exchange Commission ("**SEC**") on September 19, 2005. The Schedule 14D-9 relates to the cash tender offer by Orange Merger Corp., a Delaware corporation ("**Purchaser**") and a wholly owned subsidiary of Océ N.V., a company organized under the laws of The Netherlands ("**Parent**"), disclosed in a Tender Offer Statement on Schedule TO, dated September 19, 2005 and filed with the SEC, to purchase all of the outstanding shares of common stock, par value \$0.01 per share, of the Company, including the associated preferred stock purchase rights, at a purchase price of \$42.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Purchaser's Offer to Purchase, dated September 19, 2005, and the related Letter of Transmittal.

The information contained in the Schedule 14D-9 is hereby expressly incorporated by reference, except as otherwise set forth below. Capitalized terms used herein but not otherwise defined shall have the meanings given to such terms in the Schedule 14D-9.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following to the end of the section captioned "Additional Information" in Item 8:

The subsequent offering period commenced by Parent on October 18, 2005 expired at 5:00 p.m., New York City time, on Tuesday, October 25, 2005. On October 26, 2005, Parent issued a press release announcing that it was extending the subsequent offering period to 5:00 p.m., New York City time, on October 28, 2005. As of the original expiration date of the subsequent offering period, according to Parent's press release, approximately 13,819,172 Shares were tendered in the Offer, representing approximately 88.8% of the Shares outstanding.

Also in its press release, Parent announced its intention to exercise its option, granted in the Merger Agreement, to purchase newly issued shares of Common Stock that, when added to the number of shares of Common Stock owned by Purchaser, Parent and their subsidiaries, represent over 90% of issued and outstanding shares of Common Stock. Parent intends to complete the acquisition of the Company through a merger of Parent with and into the Company on Monday, October 31, 2005. As a result of the merger, all remaining outstanding Shares not purchased by Parent in the Offer (except for any Shares for which appraisal rights under applicable law have been properly exercised) will be converted into the right to receive \$42.00 per Share, net to the seller in cash.

A copy of Parent's press release is attached as Exhibit 21 hereto and is incorporated herein by reference.

Item 9. Exhibits.

The following additional item is filed herewith:

Exhibit 21 Press Release issued by Parent, dated October 26, 2005.

SIGNATURE

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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.

IMAGISTICS INTERNATIONAL INC.

By: /s/ Mark S. Flynn

Name: Mark S. Flynn

Title: Vice President, General Counsel and
Secretary

Dated: October 26, 2005
