

SIERRA WIRELESS INC
Form SC TO-C
December 12, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Schedule TO
TENDER OFFER STATEMENT PURSUANT TO RULE 14(d)-1 or 13(e)(1)
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

Wavecom S.A.
(Name of Subject Company (Issuer))

Sierra Wireless, Inc.
(Name of Filing Persons (Bidders))

**Ordinary shares, nominal value 1 each
and
American Depositary Shares, each representing one ordinary share**
(Title of Class of Securities)

**Ordinary Shares (FR0000073066)
American Depositary Shares (943531103)**
(CUSIP Number of Class of Securities)

**David G. McLennan
Chief Financial Officer
Sierra Wireless, Inc.
13811 Wireless Way
Richmond, BC V6V 3A4
+1 (604) 231-1100**

*(Name, address (including zip code) and telephone number (including area code) of
person(s) authorized to receive notices and communications on behalf of filing person)*
With copies to:

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New York, NY 10105
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P.O. Box 49314
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CALCULATION OF FILING FEE

Transaction Valuation
Not Applicable (1)

Amount of Filing Fee
Not Applicable (1)

(1)

Pursuant to
General
Instruction D to
Schedule TO, no
filing fee is
required because
this filing
contains only
preliminary
communications
made before the
commencement
of a tender offer.

- Check 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: N.A.

Form or Registration No.: N.A.

Filing Party: N.A.

Form: N.A.

Date Filed: N.A.

- 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

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Item 12. Exhibits

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EX-99.A.5.VIII: MATERIAL CHANGE REPORT

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This Tender Offer Statement on Schedule TO is being filed by Sierra Wireless, Inc., pursuant to General Instruction D to Schedule TO.

Item 12. Exhibits.

Exhibit	Description
99(a)(5)(i)	Press release, dated December 2, 2008*
99(a)(5)(ii)	Slide show presentation, dated December 2, 2008*
99(a)(5)(iii)	Email from Jason Cohenour to the employees of Sierra Wireless, Inc.*
99(a)(5)(iv)	English translation of French regulatory press release, which appeared in <i>Les Echos</i> newspaper on December 3, 2008*

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99(a)(5)(v)	Transcript of conference call held December 2, 2008*
99(a)(5)(vi)	Transcript of conference call held December 2, 2008*
99(a)(5)(vii)	Q&A circulated to employees of Sierra Wireless, Inc. on December 4, 2008*
99(a)(5)(viii)	Material Change Report as filed with the Canadian Securities Administrators by Sierra Wireless, Inc. on December 12, 2008

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