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PENTON MEDIA INC
Form SC TO-I/A
August 13, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(RULE 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

PENTON MEDIA, INC.
(NAME OF SUBJECT COMPANY -- ISSUER)
(NAME OF FILING PERSON -- OFFEROR)

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
ISSUED UNDER THE PENTON MEDIA, INC. 1998 EQUITY AND PERFORMANCE INCENTIVE PLAN
(AS AMENDED AND RESTATED EFFECTIVE AS OF MARCH 15, 2001)
(TITLE OF CLASS OF SECURITIES)

709668107
(CUSIP NUMBER OF CLASS OF SECURITIES (UNDERLYING COMMON STOCK))

PRESTON L. VICE
SECRETARY
PENTON MEDIA, INC.
THE PENTON MEDIA BUILDING
1300 E. 9TH ST.
CLEVELAND, OH 44114
TELEPHONE: (216) 696-7000
FACSIMILE: (216) 696-1752
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF FILING PERSON)

COPIES TO:
CHRISTOPHER M. KELLY, ESQ.
JONES, DAY, REAVIS & POGUE
NORTH POINT
901 LAKESIDE AVENUE
CLEVELAND, OHIO 44114
TELEPHONE: (216) 586-3939
FACSIMILE: (216) 579-0212

CALCULATION OF FILING FEE

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TRANSACTION VALUATION*	AMOUNT OF FILING FEE
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\$ 142,814	\$13.14
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* Estimated for purposes of calculating the amount of the filing fee only. The filing fee calculation assumes that all currently outstanding employee stock options to purchase approximately 918,600 shares of Penton Media, Inc. common stock eligible to participate in the offer as described herein are acquired. In accordance with Rules 0-11(d) and 0-11(a)(4) under the Securities Exchange Act of 1934, the fee is based on the product of (a) the value of such options calculated based on the Black-Scholes option pricing model as the transaction

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value (\$142,814), multiplied by (b) \$92.00 per million.

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 REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

AMOUNT PREVIOUSLY PAID:	\$13.14	FILING PARTY:	PENTON
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FORM OR REGISTRATION NO.	SC TO-I	DATE FILED:	JULY
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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:

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This Amendment No. 2 amends and supplements the Tender Offer Statement of Penton Media, Inc. ("Penton") on Schedule TO, filed with the Securities and Exchange Commission on July 26, 2002 (the "Tender Offer Statement"), relating to the offer by Penton to exchange certain options to purchase shares of our common stock, par value \$.01 per share, for new options to purchase shares of our common stock at a per share exercise price equal to the fair market value of a share of our common stock on the New York Stock Exchange on the date of grant upon the terms and subject to the conditions in the Offer to Exchange, dated July 26, 2002, attached to the Tender Offer Statement as Exhibit (a)(1) (the "Offer to Exchange") and the related Letter of Transmittal (including the Form of Election) attached to the Tender Offer Statement as Exhibit (a)(2) (the "Letter of Transmittal" and collectively with the Offer to Exchange, as the Offer to Exchange and the Letter of Transmittal may be amended from time to time, the "Offer").

ITEM 11. ADDITIONAL INFORMATION.

The description of the exercise price of the New Options throughout the Offer to Exchange and Letter of Transmittal is hereby amended in its entirety to read as follows:

"The exercise price of the New Options will be the closing price of a share of our common stock on the New York Stock Exchange as of the Grant Date, or, if there have been no sales of our common stock on the New York Stock Exchange on the Grant Date, the average of the highest bid and lowest asked prices on the New York Stock Exchange at the end of such day, or, if our common stock is not so listed on the New York Stock Exchange on the Grant Date, the average of the representative bid and asked prices quoted in the NASDAQ System as of 4:00 P.M., New York time, or, if our common stock is not quoted on the NASDAQ System on

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the Grant Date, the average of the highest bid and lowest asked prices on such day in the domestic over-the-counter market as reported by the National Quotation Bureau, Incorporated, or any similar organization. If at any time our common stock is not listed on any securities exchange or quoted in the NASDAQ System or the over-the-counter market, the exercise price shall be the fair value of our common stock on the Grant Date as determined by the Compensation Committee of our Board of Directors."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 is true, complete and correct.

Dated: August 13, 2002

PENTON MEDIA, INC.

By: /s/ PRESTON L. VICE

Name: Preston L. Vice

Title: Secretary