

ICX TECHNOLOGIES INC
Form SC TO-T/A
September 27, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Amendment No. 5

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934.**

ICX TECHNOLOGIES, INC.

(Name of Subject Company (Issuer))

INDICATOR MERGER SUB, INC.

(Offeror)

A Wholly-Owned Subsidiary of

FLIR SYSTEMS, INC.

(Names of Filing Persons (Parent of Offeror))

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

44934T105

(CUSIP Number of Class of Securities)

William W. Davis

Senior Vice President, General Counsel and Secretary

FLIR Systems, Inc.

27700 SW Parkway Avenue

Wilsonville, Oregon 97070

(503) 498-3547

**(Name, address and telephone numbers of person authorized to
receive notices and communications on behalf of filing persons)**

Copies to:

Larry A. Barden

Sidley Austin LLP

One South Dearborn Street

Chicago, Illinois 60603

(312) 853-7000

CALCULATION OF FILING FEE

Transaction Valuation(1)
\$278,527,110.40

Amount of Filing Fee(2)
\$19,858.98

- (1) Estimated for purposes of calculating the amount of the filing fee only. The calculation is determined by multiplying 36,891,008 shares of common stock, par value \$0.001 per share, of ICx Technologies, Inc. (the Company), consisting of (i) 34,987,461 shares of common stock of the Company outstanding as of September 1, 2010, (ii) 1,776,297 shares of common stock of the Company potentially issuable upon the exercise of outstanding, vested, in-the-money stock options as of September 1, 2010 and (iii) 127,250 shares of common stock of the Company potentially issuable upon the exercise of outstanding warrants to purchase common stock of the Company as of September 1, 2010, by the offer price of \$7.55 per share.

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(2) The filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #4 for fiscal year 2010, issued December 17, 2009, by multiplying the transaction value by 0.0000713.

x 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:	\$19,858.98
Form or Registration No.:	Schedule TO
Filing Party:	FLIR Systems, Inc. and Indicator Merger Sub, Inc.
Date Filed:	September 3, 2010

.. 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:

x 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)

This Amendment No. 5 to the Tender Offer Statement on Schedule TO (this Amendment) is filed by (i) Indicator Merger Sub, Inc., a Delaware corporation (the Purchaser), which is a wholly owned subsidiary of FLIR Systems, Inc., an Oregon corporation (Parent), and (ii) Parent. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 3, 2010 (together with any amendments and supplements thereto, the Schedule TO) and relates to the offer by the Purchaser to purchase all of the outstanding shares of common stock of ICx Technologies, Inc., a Delaware corporation, par value \$0.001 per share (the Shares), at a purchase price of \$7.55 per Share in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 3, 2010 (together with any amendments and supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

Amendment to the Offer to Purchase

The Offer to Purchase and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

(1) The subsection captioned *Representations and Warranties* of Section 11 (The Transaction Agreements) of the Offer to Purchase is hereby amended by deleting the third full paragraph in such subsection and replacing it with the following:

The representations, warranties and covenants contained in the Merger Agreement were made for purposes of such agreement and as of a specific date, are subject to limitations agreed upon by the contracting parties, including being qualified by disclosure schedules made for the purposes of allocating contractual risk between and among the parties thereto instead of establishing those matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors.

(2) Section 15 (Certain Conditions of the Offer) of the Offer to Purchase is hereby amended by deleting the first sentence of the penultimate paragraph of such section and replacing it with the following:

The foregoing conditions, except the Minimum Condition and the HSR Act condition described in (a) and (b), respectively, of this Section 15 *Certain Conditions of the Offer* may be waived by Parent and the Purchaser, in their reasonable discretion, in whole or in part, at any time on or prior to the expiration date of the Offer.

SIGNATURES

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.

Date: September 27, 2010

INDICATOR MERGER SUB, INC.

By: /s/ William W. Davis
Name: William W. Davis
Title: Secretary

Date: September 27, 2010

FLIR SYSTEMS, INC.

By: /s/ William W. Davis
Name: William W. Davis
Title: Senior Vice President, General Counsel & Secretary