

EPICOR SOFTWARE CORP  
Form SC TO-I/A  
July 14, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 1)**

**EPICOR SOFTWARE CORPORATION**

**(Name of Subject Company (Issuer))**

**EPICOR SOFTWARE CORPORATION**

**(Name of Filing Person (Issuer))**

**2.375% Convertible Senior Notes Due 2027**

**(Title of Class of Securities)**

**29426L AA6**

**(CUSIP Number of Class of Securities)**

**Pervez Qureshi**

**President and Chief Executive Officer**

**Epicor Software Corporation**

**7683 Southfront Road,**

**Livermore, California 94551**

**(949) 585-4000**

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

Edgar Filing: EPICOR SOFTWARE CORP - Form SC TO-I/A

*With a copy to:*

**Joshua N. Korff, Esq.**

**Kirkland & Ellis LLP**

**601 Lexington Avenue**

**New York, NY 10022**

**Tel: (212) 446-4800**

**Fax: (212) 446-4900**

**CALCULATION OF FILING FEE**

**Transaction Valuation\*:**  
\$230,531,300

**Amount of Filing Fee\*\*:**  
\$26,764.69

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 2.375% Convertible Senior Notes Due 2027 (the Securities ), as described herein, is approximately \$1,002.31 per \$1,000 principal amount at maturity outstanding. As of May

19, 2011, there was \$230,000,000 in aggregate principal amount at maturity of Notes outstanding, resulting in an aggregate maximum purchase price of \$230,531,300.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$116.10 for each \$1,000,000 of the value of the transaction.

**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.**

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

Amount Previously Paid: \$26,764.69

Filing Party: Epicor Software Corporation

Form or Registration No.: 005-43389

Date Filed: May 20, 2011

Check the appropriate boxes 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. 1 (this Amendment No. 1) amends and supplements the Tender Offer Statement on Schedule TO-I (the Schedule TO), originally filed with the Securities and Exchange Commission (the SEC) on May 20, 2011, by Epicor Software Corporation, a Delaware corporation (the Company). The Schedule TO was filed by the Company, with respect to the right of each holder (the Holder) of the Company's 2.375% Convertible Senior Notes due 2027 (the Notes) to require the Company to purchase, and the obligation of the Company to purchase, each \$1,000 principal amount of the Notes, plus accrued and unpaid interest to, but excluding, June 20, 2011 (the Fundamental Change Repurchase Date), pursuant to the terms and conditions of the Fundamental Change Notice and Offer to Purchase, dated May 20, 2011 (as it may be amended and supplemented from time to time, the Fundamental Change Notice), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, the Indenture and the Notes.

The Schedule TO was, and this Amendment No. 1 is being, filed in satisfaction of the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

The information set forth in the Schedule TO, including the Fundamental Change Notice, is incorporated in this Amendment No. 1 by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein.

All capitalized terms used in this Amendment No. 6 without definition have the meanings ascribed to them in the Offer to Purchase.

#### **Item 4. Terms of the Transaction.**

Item 4(a) of the Tender Offer Statement is hereby amended to add the following:

The cash tender offer, which commenced on May 20, 2011, expired at 11:59 p.m., New York City time, on Friday, June 17, 2011 (the Exercise Expiration Date). Subject to the terms and conditions of the Fundamental Change Notice, the Company accepted for purchase all Notes that had been validly surrendered and not validly withdrawn prior to Exercise Expiration Date, in the principal aggregate amount of approximately \$230.0 million, representing 99.99% of all Notes outstanding Notes.

The Company promptly deposited with the Paying Agent, prior to 11:00 a.m., New York City time, on the Fundamental Change Repurchase Date, an amount of cash sufficient to pay for the surrendered Notes validly tendered and not validly withdrawn prior to the Exercise Expiration Date, and the Paying Agent promptly distributed the payment to its participants in accordance with the procedures as outlined in the Fundamental Change Notice after the later of the Fundamental Change Repurchase Date and the book-entry transfer of the applicable Notes.

**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.

EPICOR SOFTWARE CORPORATION

By: /s/ Vincent D. Lowder

Name: Vincent D. Lowder

Title: Vice President, Assistant General Counsel

Dated: July 14, 2011

**EXHIBIT INDEX**

Exhibit No.	Description
(a)(1)(A)	Fundamental Change Notice and Offer to Purchase to Holders of 2.375% Convertible Senior Notes Due 2027, dated May 20, 2011.*
(a)(1)(B)	Notice of Repurchase Right, Payment Upon Conversion in Cash and Entry Into Supplemental Indenture to Holders of Convertible Notes Of Epicor Software Corporation, dated May 20, 2011.*
(b)	Not applicable.
(d)(1)	Form of Indenture, between the Company, U.S. Bank National Association, as Trustee, is incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-3, filed on May 1, 2007.
(d)(2)	First Supplemental Indenture, dated as of May 8, 2007, between the Company and U.S. Bank National Association, as Trustee, is incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on May 14, 2007.
(d)(2)	Second Supplemental Indenture, dated as of May 16, 2011, between the Company and U.S. Bank National Association, as Trustee, is incorporated by reference to Exhibit 4.4 of the Company's Current Report on Form 8-K, filed on May 17, 2011.
(d)(4)	Agreement and Plan of Merger, dated as of April 4, 2011, by and among Eagle Parent, Inc., Element Merger Sub, Inc. and Epicor Software Corporation, is incorporated by reference to Exhibit 2.1 to the Form 8-K filed by on April 6, 2011.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed.