

BOULDER BRANDS, INC.
Form SC TO-T/A
January 08, 2016

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. 4

BOULDER BRANDS, INC.
(Name of Subject Company (Issuer))
SLOPE ACQUISITION INC.
a wholly owned subsidiary of
PINNACLE FOODS INC.
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class Of Securities)

101405108

(CUSIP Number of Class of Securities)

M. Kelley Maggs, Esq.

Executive Vice President, Secretary and General Counsel

Pinnacle Foods Inc.

399 Jefferson Road

Parsippany, New Jersey 07054

(973) 541-6620

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

With copies to:

Robert I. Townsend, III, Esq.

Jonathan L. Davis, Esq.

Cravath, Swaine & Moore LLP

Worldwide Plaza

825 Eighth Avenue

New York, New York 10019

(212) 474-1000

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount Of Filing Fee(2)
\$789,124,226	\$79,464.81

- (1) The transaction valuation is an estimate calculated solely for purposes of determining the amount of the filing fee. The transaction valuation was determined by multiplying (x) \$11.00 (i.e., the per share tender offer price) by (y) the sum of (a) 63,116,425, the number of shares of common stock issued and outstanding, plus (b) 8,317,141, the number of shares of common stock reserved for issuance upon the exercise and vesting of outstanding options, plus (c) 25,000, the number of shares of common stock reserved for issuance upon the exercise and vesting of outstanding stock appreciation rights, plus (d) 280,000, the number of shares of common stock reserved for issuance upon the vesting and settlement of restricted stock unit awards. The foregoing share figures have been provided by the issuer to the offerors and are as of December 7, 2015, the most recent practicable date.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2016, issued August 27, 2015, by multiplying the transaction value by 0.0001007.

- 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:

\$79,464.81

Form or Registration No.: Schedule

TO

Filing Party: Pinnacle Foods Inc. and Slope Acquisition Inc.

Date Filed: December 9, 2015

- .. 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. 4 to the Tender Offer Statement on Schedule TO (the **Schedule TO**) amends and supplements the Schedule TO relating to the offer of Slope Acquisition Inc., a Delaware corporation (the **Purchaser**) and a wholly owned subsidiary of Pinnacle Foods Inc., a Delaware corporation (**Pinnacle**), to purchase all outstanding shares of common stock, par value \$0.0001 per share (each a **Share**), of Boulder Brands, Inc., a Delaware corporation (**Boulder**), at a price of \$11.00 per Share, net to the seller in cash, without interest, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 9, 2015 (as it may be amended or supplemented, the **Offer to Purchase**) and in the related Letter of Transmittal (as it may be amended or supplemented, the **Letter of Transmittal**) and, together with the Offer to Purchase, the **Offer**), copies of which are attached as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

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

Items 1 through 9 and Item 11.

Pursuant to Section 1.1(c) of the Merger Agreement, Purchaser may extend the Offer if the bank marketing period in connection with Pinnacle's debt financing for the transaction (the **Bank Marketing Period**) has not ended prior to the scheduled expiration date of the Offer. The Bank Marketing Period began on January 4, 2016 and was continuing as of January 8, 2016. Accordingly, on January 8, 2016, Purchaser extended the Offer until 12:00 midnight, New York City time, on January 15, 2016, unless further extended or terminated.

The Depositary advised that as of midnight, New York City time, at the end of the day on January 7, 2016, approximately 56,409,889 Shares had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 86.5 percent of the currently issued and outstanding Shares. In addition, as of such time, Notices of Guaranteed Delivery had been delivered for 2,916,473 Shares, representing approximately 4.5 percent of the currently issued and outstanding Shares.

The press release announcing the extension of the Offer, issued by Pinnacle on January 8, 2016, is attached as Exhibit (a)(5)(E) hereto, and is incorporated herein by reference.

Item 12

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit

No.	
(a)(5)(E)	Press Release issued by Pinnacle on January 8, 2016.*

* Filed herewith.

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.

Dated: January 8, 2016

SLOPE ACQUISITION INC.

By: /s/ M. Kelley Maggs
Name: M. Kelley Maggs
Title: Vice President and Secretary

PINNACLE FOODS INC.

By: /s/ Craig Steeneck
Name: Craig Steeneck
Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

(a)(5)(E) Press Release issued by Pinnacle on January 8, 2016.