

ELECTRONICS FOR IMAGING INC
Form SC TO-I
October 23, 2007
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Rule 13e-4)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

Electronics For Imaging, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Shares of Common Stock, \$0.01 par value

(Title of Class of Securities)

286082102

(CUSIP Number of Class of Securities Underlying Options to Purchase Shares of Common Stock)

John Ritchie

Electronics For Imaging, Inc.

303 Velocity Way

Foster City, CA 94404-4803

(650) 357-3500

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

Copies to:

Edgar Filing: ELECTRONICS FOR IMAGING INC - Form SC TO-I

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$4,414,154	\$136

* This amount assumes that options to purchase a total of 481,662 shares of common stock of Electronics For Imaging, Inc. having an aggregate value of \$4,414,154 as of October 22, 2007 will be accepted for amendment pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of the value of the transaction. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used or relied upon for any other purpose.

** 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: Not applicable.
Form or Registration No.: Not applicable.
Filing party: Not applicable.
Date filed: Not applicable.

** 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 Tender Offer Statement on Schedule TO relates to an offer (the **offer**) by Electronics For Imaging, Inc., a Delaware corporation (the **Company** or **EFI**), to amend certain options (the **Eligible Options**) to purchase shares of the Company's common stock which were granted under any of the Splash Technology Holdings, Inc. 1996 Stock Option Plan and the Company's 1999 Equity Incentive Plan and 2004 Equity Incentive Plan (all such plans, arrangements and assumptions are sometimes hereinafter referred to collectively as the **Plans**) that: (i) have exercise prices per share that were less than the fair market value per share of the common stock underlying the option on the option's measurement date for financial accounting purposes, (ii) were unvested, either in whole or in part, as of December 31, 2004, and (iii) are outstanding (unexercised) as of the last date on which the offer remains open for acceptance. Eligible employees are those employees of the Company or one of its subsidiaries as of the expiration date of the offer who are subject to U.S. federal income taxes. The offer is not being made to any of the Company's current or former executive officers or directors.

Eligible employees may elect (i) to have Eligible Options amended to increase their exercise prices per share to be equal to what the fair market value per share of the Company's common stock was on the option's deemed grant date, and (ii) to receive a cash payment with respect to such amended options equal to the difference between the new exercise price of the amended option and the original exercise price of each eligible option, less applicable tax withholding. The cash payments will be made on the first payroll date following January 1, 2008. The delay in the cash payments is required in order to avoid adverse tax consequences under Section 409A of the Internal Revenue Code of 1986, as amended.

The amendment of the Eligible Options will be made pursuant to the terms and subject to the conditions set forth in: (i) the Offer to Amend Certain Options, dated October 23, 2007 (the **Offer to Amend**), (ii) the related e-mail from John Ritchie dated October 23, 2007, (iii) the Election Form, and (iv) the Withdrawal Form. These documents, as they may be amended or supplemented from time to time, constitute the **Disclosure Documents** and are attached to this Schedule TO as Exhibits (a)(1)(a) through (a)(1)(d), respectively.

The information contained in the Disclosure Documents, including all schedules and annexes to the Disclosure Documents, is incorporated by reference in answer to the items required in this Schedule TO.

The offer is being made for compensatory purposes in order to minimize or avoid potentially material adverse personal tax consequences to eligible employees. The offer is being made in compliance with the relief granted by the staff of the Division of Corporation Finance of the Securities and Exchange Commission pursuant to Chordiant Software, Inc. Exchange Offer issued on March 26, 2007 and Exemptive Order for Issuer Exchange Offers that are Conducted for Compensatory Purposes issued on March 21, 2001.

Item 1. Summary Term Sheet.

The information set forth in the Offer to Amend under **Summary Term Sheet and Questions and Answers** is incorporated herein by reference.

Item 2. Subject Company Information.

(a) ***Name and Address.***

The name of the issuer is Electronics For Imaging, Inc. The address of its principal executive office is 303 Velocity Way, Foster City, California 94404-4803 and the telephone number at that address is (650) 357-3500.

(b) ***Securities.***

This Tender Offer Statement on Schedule TO relates to the Eligible Options. As of October 22, 2007, Eligible Options to purchase up to a total of 481,662 shares of common stock of the Company were outstanding. The information set forth in the Offer to Amend under **Summary Term Sheet and Questions and Answers** and **The Offer Number of options and amount of consideration; expiration date** is incorporated herein by reference.

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(c) *Trading Market and Price.*

The information set forth in the Offer to Amend under The Offer Price range of shares underlying the options is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a) *Name and Address.*

The Company is the filing person. The information set forth under Item 2(a) above and in the Offer to Amend under The Offer Interests of directors and executive officers; transactions and arrangements concerning the options is incorporated herein by reference.

Item 4. Terms of the Transaction.

(a) *Material Terms.*

The information set forth in the Offer to Amend under Summary Term Sheet and Questions and Answers and The Offer is incorporated herein by reference.

(b) *Purchases.*

None of the current or former members of EFI's Board of Directors or EFI's executive officers may participate in the offer. The information set forth in the Offer to Amend under The Offer Interests of directors and executive officers; transactions and arrangements concerning the options is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

(a) *Agreements Involving the Subject Company's Securities.*

The information set forth in the Offer to Amend under The Offer Interests of directors and executive officers; transactions and arrangements concerning the options is incorporated herein by reference. The eligible option plans and related option agreements attached to this Schedule TO as Exhibits (d)(1) through (d)(6) are incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

(a) *Purposes.*

The information set forth in the Offer to Amend under Summary Term Sheet and Questions and Answers and The Offer Purpose of the offer is incorporated herein by reference.

(b) *Use of Securities Acquired.*

The information set forth in the Offer to Amend under Summary Term Sheet and Questions and Answers, The Offer Acceptance of options for amendment and cash payments and The Offer Status of options amended pursuant to the terms of the offer; accounting consequences of the offer is incorporated herein by reference.

(c) *Plans.*

The information set forth in the Offer to Amend under The Offer Purpose of the offer is incorporated herein by reference.

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Item 7. Source and Amount of Funds or Other Consideration.

(a) *Source of Funds.*

The information set forth in the Offer to Amend under The Offer Source and amount of consideration; terms of amended options is incorporated herein by reference.

(b) *Conditions.*

The information set forth in the Offer to Amend under The Offer Conditions of the offer is incorporated herein by reference.

(c) *Borrowed Funds.*

Not applicable.

Item 8. Interest in Securities of the Subject Company.

(a) *Securities Ownership.*

The information set forth in the Offer to Amend under The Offer Interests of directors and executive officers; transactions and arrangements concerning the options is incorporated herein by reference.

(b) *Securities Transactions.*

The information set forth in the Offer to Amend under The Offer Interests of directors and executive officers; transactions and arrangements concerning the options is incorporated herein by reference.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

(a) *Solicitations or Recommendations.*

Not applicable.

Item 10. Financial Statements.

(a) *Financial Information.*

The information set forth or incorporated by reference in the Offer to Amend under The Offer Information concerning EFI, Additional Information and Financial statements is incorporated herein by reference. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 and Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 are incorporated by reference herein and can also be accessed electronically on the Securities and Exchange Commission's website at <http://www.sec.gov>.

(b) *Pro Forma Information.*

Not applicable.

Item 11. Additional Information.

(a) *Agreements, Regulatory Requirements and Legal Proceedings.*

The information set forth in the Offer to Amend under The Offer Legal matters; regulatory approvals and Interests of directors and executive officers; transactions and arrangements concerning the options is incorporated herein by reference.

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(b) *Other Material Information.*

Not applicable.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(a)	Offer to Amend Certain Options, dated October 23, 2007.
(a)(1)(b)	E-mail of Announcement of Tender Offer, dated October 23, 2007, including Addendum.
(a)(1)(c)	Election Form.
(a)(1)(d)	Withdrawal Form.
(a)(1)(e)	Form of Promise to Make Cash Payment.
(a)(1)(f)	Forms of Confirmation E-mail.
(a)(1)(g)	Forms of Initial Reminder E-mail to Eligible Employees.
(a)(1)(h)	Form of Amendment to Stock Option Agreements.
(a)(1)(i)	Form of Notice of Acceptance of Options for Amendment.
(a)(1)(j)	Electronics For Imaging, Inc. Employee Presentation Materials.
(b)	Not Applicable.
(d)(1)	Splash Technology Holdings, Inc. 1996 Stock Option Plan (filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending March 31, 2004 (File No. 000-18805) on May 10, 2004 and incorporated herein by reference).
(d)(2)	Electronics For Imaging, Inc. 1999 Equity Incentive Plan (filed as an exhibit to the Company's Registration Statement on Form S-8 (File No. 333-106422) on June 24, 2003 and incorporated herein by reference).
(d)(3)	Electronics For Imaging, Inc. 2004 Equity Incentive Plan (filed as an exhibit to the Company's Registration Statement on Form S-8 (File No. 333-116548) on June 16, 2004 and incorporated herein by reference).
(d)(4)	Form of Notice of Grant of Stock Options and Option Grant Agreement under the Splash Technology Holdings, Inc. 1996 Stock Option Plan.
(d)(5)	Form of Stock Option Agreement under the 1999 Equity Incentive Plan.
(d)(6)	Form of Option Grant Agreement under the 2004 Equity Incentive Plan (filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2005 (File No. 000-18805) on March 16, 2006 and incorporated herein by reference).
(g)	Not Applicable.
(h)	Not Applicable.

Item 13. Information Required by Schedule 13E-3.

(a) Not applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

Electronics For Imaging, Inc.

/s/ John Ritchie

Name: John Ritchie

Title: Chief Financial Officer

Date: October 23, 2007

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(a)(1)(e)	Form of Promise to Make Cash Payment.
(a)(1)(f)	Forms of Confirmation E-mail.
(a)(1)(g)	Forms of Initial Reminder E-mail to Eligible Employees.
(a)(1)(h)	Form of Amendment to Stock Option Agreements.
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(g)	Not Applicable.
(h)	Not Applicable.