

SILICONWARE PRECISION INDUSTRIES CO LTD

Form SC TO-T/A

September 23, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE TO/A

(RULE 14d-100)

Tender Offer Statement

under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

**(Amendment No. 11)**

SILICONWARE PRECISION INDUSTRIES CO., LTD.

(Name of Subject Company (Issuer))

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

(Offeror)

(Names of Filing Persons (identifying status as offeror, issuer and other person))

American Depositary Shares, Each Representing Five Common Shares,

Par Value NT\$10.00 Per Common Share

and

Common Shares Held by U.S. Holders

(Title of Class of Securities)

827084864 (American Depositary Shares)

(CUSIP Number of Class of Securities)

TW0002325008 (Common Shares)

(ISIN Number of Class of Securities)

Joseph Tung  
Room 1901, No. 333, Section 1 Keelung Rd.  
Taipei, Taiwan, 110  
Republic of China  
Tel: +886 2-6636-5678  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:  
George R. Bason, Jr.  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017  
Telephone: +1 (212) 450-4000

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.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 11 (“**Amendment No. 11**”) amends and supplements the Tender Offer Statement filed under cover of Schedule TO on August 24, 2015, as previously amended and supplemented (as amended and supplemented, the “**Schedule TO**”) by Advanced Semiconductor Engineering, Inc., a company incorporated and existing under the laws of the Republic of China (“**Purchaser**”). The Schedule TO relates to the offer by Purchaser to purchase up to 779,000,000 Common Shares, including those represented by ADSs, which represents approximately 24.99% of the issued and outstanding share capital of Siliconware Precision Industries Co., Ltd., a company limited by shares under the Company Law of the Republic of China (“**SPIL**”), through concurrent tender offers in the United States and the Republic of China and upon the terms set forth in the Amended and Restated U.S. Offer to Purchase, dated September 1, 2015 (as amended, the “**U.S. Offer to Purchase**”).

Except as otherwise set forth in this Amendment No. 11, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment No. 11. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

***Item 11. Additional Information.***

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

“The U.S. Offer and withdrawal rights expired at 1:30 a.m. on September 22, 2015, New York time, and the ROC Offer expired at 3:30 p.m. on September 22, 2015, Taiwan time. Based on the final tabulation by the Common Share Tender Agent, 1,069,349,765 Common Shares were validly tendered and not properly withdrawn in the ROC Offer. Based on the final tabulation by the ADS Tender Agent, 15,709,680 ADSs were validly tendered and not properly withdrawn in the U.S. Offer. Because the Offers were oversubscribed, the number of Common Shares and ADSs accepted by the Purchaser has been prorated and the Purchaser has accepted for purchase 725,749,060 Common Shares and 10,650,188 ADSs, which represents approximately 24.99% of the issued and outstanding share capital of SPIL. The proration factor, after accounting for “odd lot” priorities, was approximately 67%.

Payment for Common Shares and ADSs accepted for purchase by the Purchaser will be made promptly in accordance with the terms of the Offers. All Common Shares and ADSs tendered in the Offers but not accepted for purchase will be returned to the tendering stockholders.”

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 23, 2015

ADVANCED  
SEMICONDUCTOR  
ENGINEERING,  
INC.

By: /s/ Joseph Tung  
Name: Joseph Tung  
Title: Chief  
Financial Officer