

ZEBRA TECHNOLOGIES CORP/DE
Form SC TO-T/A
February 06, 2002

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 5, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 14)

FARGO ELECTRONICS, INC.

(Name of Subject Company (Issuer))

**RUSHMORE ACQUISITION CORP.
ZEBRA TECHNOLOGIES CORPORATION**

(Names of Filing Persons (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

30744P 10 2

(CUSIP Number of Class of Securities)

EDWARD L. KAPLAN

Chairman

**Zebra Technologies Corporation
333 Corporate Woods Parkway
Vernon Hills, Illinois 60061
Tel.: (847) 634-6700**

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Person)

COPIES TO:

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

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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:

Zebra Technologies Corporation, a Delaware corporation ("Zebra"), and Rushmore Acquisition Corp., a Delaware corporation ("Merger Sub") and wholly-owned subsidiary of Zebra, hereby amend and supplement their Tender Offer Statement on Schedule TO, originally filed on August 3, 2001 and amended and supplemented by Amendment No. 1 thereto dated August 15, 2001, Amendment No. 2 thereto dated August 17, 2001, Amendment No. 3 thereto dated August 30, 2001, Amendment No. 4 thereto dated September 14, 2001, Amendment No. 5 thereto dated September 28, 2001, Amendment No. 6 thereto dated October 12, 2001, Amendment No. 7 thereto dated October 26, 2001, Amendment No. 8 thereto dated November 9, 2001, Amendment No. 9 thereto dated November 26, 2001, Amendment No. 10 thereto dated December 10, 2001, Amendment No. 11 thereto dated December 21, 2001, Amendment No. 12 thereto dated January 9, 2002 and Amendment No. 13 thereto dated January 24, 2002 (as so amended and supplemented, the "Schedule TO"), with respect to Merger Sub's offer to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), including the associated rights to purchase preferred stock (collectively, the "Shares"), of Fargo Electronics, Inc., a Delaware corporation ("Fargo"), at a purchase price of \$7.25 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 3, 2001 (the "Offer to Purchase") and the related Letter of Transmittal (which, together with the Offer to Purchase, as amended or supplemented from time to time, constitute the "Offer"), copies of which have been previously filed herewith as Exhibits 99.1(a)(1)(A) and 99.1(a)(1)(B), respectively. Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

Item 5 of the Schedule TO is hereby amended by adding the following paragraph at the end of the section entitled "THE TENDER OFFER 10. BACKGROUND OF THE OFFER AND THE ACQUISITION; PAST CONTACTS OR NEGOTIATIONS WITH FARGO" IN THE OFFER TO PURCHASE:

"On February 5, 2002, Zebra, Merger Sub and Fargo entered into Amendment No. 3 to the Acquisition Agreement pursuant to which the time period within which Fargo will have the right to terminate the Acquisition Agreement as a result of a failure to receive clearance under the HSR Act was moved back from the period from February 14, 2002 through February 22, 2002 to the period from March 22, 2002 through March 29, 2002. A copy of Amendment No. 3 to the Acquisition Agreement is filed as Exhibit 99.1(d)(8) to the Schedule TO and is incorporated herein by reference."

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

Item 6 of the Schedule TO is hereby amended by deleting subsection (c)(ii) of the paragraph entitled "Termination" in the Section entitled "THE TENDER OFFER 11. THE ACQUISITION AGREEMENT" in the Offer to Purchase in its entirety and replacing it with the following:

"if the applicable waiting period under the HSR Act with respect to the Merger has not terminated or expired by 5:00 p.m., New York City time, on March 22, 2002, or if such waiting period has terminated or expired prior to such time but there is then outstanding any administrative or judicial action or proceeding by any governmental or regulatory authority challenging any transaction contemplated by the Acquisition Agreement as violative of any Law designed to prohibit, restrict or regulate actions having the purpose or effect of monopolization or restraint of trade, unless the failure of such waiting period to terminate or expire or the institution of any such administrative or judicial action is the result of a breach of the Acquisition Agreement by Fargo; *provided, however*, that Fargo's right to terminate the Acquisition Agreement under this subsection shall expire at 12:00 midnight, New York City time, on March 29, 2002;"

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to add the following information:

On February 5, 2002, Zebra and Fargo issued a joint press release announcing their execution of Amendment No. 3 to the Acquisition Agreement. The press release is contained in Exhibit 99.1(a)(5)(N) hereto, and the information set forth in the press release is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following exhibit:

99.1(a)(5)(N)	Joint Press Release issued by Zebra and Fargo on February 5, 2002
99.1(d)(8)	Amendment No. 3, dated as of February 5, 2002, to Acquisition Agreement by and among Fargo, Zebra and Merger Sub

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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 statement is true, complete, and correct.

ZEBRA TECHNOLOGIES CORPORATION

By: /s/ EDWARD L. KAPLAN

Name: Edward L. Kaplan
Title: Chairman and Chief Executive Officer

RUSHMORE ACQUISITION CORP.

By: /s/ CHARLES R. WHITCHURCH

Name: Charles R. Whitchurch
Title: Vice President, Treasurer and Secretary

February 5, 2002

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EXHIBIT INDEX

Exhibit Number	Description
99.1(a)(1)(A)	Offer to Purchase, dated August 3, 2001
99.1(a)(1)(B)	Letter of Transmittal
99.1(a)(1)(C)	Notice of Guaranteed Delivery

Exhibit Number	Description
99.1(a)(1)(D)	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.1(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.1(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
99.1(a)(1)(G)	Summary Advertisement as published in the <i>Wall Street Journal</i> on August 3, 2001
99.1(a)(5)(A)	Complaint filed by James Stewart in District Court, Fourth Judicial District, County of Hennepin, State of Minnesota on August 13, 2001
99.1(a)(5)(B)	Joint Press Release issued by Zebra and Fargo on August 17, 2001
99.1(a)(5)(C)	Joint Press Release issued by Zebra and Fargo on August 30, 2001
99.1(a)(5)(D)	Joint Press Release issued by Zebra and Fargo on September 14, 2001
99.1(a)(5)(E)	Joint Press Release issued by Zebra and Fargo on September 28, 2001
99.1(a)(5)(F)	Joint Press Release issued by Zebra and Fargo on October 12, 2001
99.1(a)(5)(G)	Joint Press Release issued by Zebra and Fargo on October 26, 2001
99.1(a)(5)(H)	Joint Press Release issued by Zebra and Fargo on November 9, 2001
99.1(a)(5)(I)	Joint Press Release issued by Zebra and Fargo on November 26, 2001
99.1(a)(5)(J)	Joint Press Release issued by Zebra and Fargo on December 10, 2001
99.1(a)(5)(K)	Joint Press Release issued by Zebra and Fargo on December 21, 2001
99.1(a)(5)(L)	Joint Press Release issued by Zebra and Fargo on January 9, 2002
99.1(a)(5)(M)	Joint Press Release issued by Zebra and Fargo on January 24, 2002
99.1(a)(5)(N)*	Joint Press Release issued by Zebra and Fargo on February 5, 2002
99.1(d)(1)	Acquisition Agreement, dated July 31, 2001, by and among Fargo, Zebra and Merger Sub
99.1(d)(2)	Confidentiality Agreement, dated July 10, 2001, by and between Zebra and Fargo
99.1(d)(3)	Exclusivity Agreement, dated July 10, 2001, by and between Zebra and Fargo
99.1(d)(4)	Form of Stockholder Agreement, dated as of July 31, 2001, by and between Zebra and each of certain entities affiliated with TA Associates, Inc. and St. Paul Venture Capital, Inc.
99.1(d)(5)	Form of Stockholder Agreement, dated as of July 31, 2001, by and between Zebra and each of Fargo's directors and executive officers
99.1(d)(6)	Amendment No. 1 to Acquisition Agreement, dated as of August 30, 2001, by and among Fargo, Zebra and Merger Sub
99.1(d)(7)	Amendment No. 2, dated as of October 11, 2001, to Acquisition Agreement among Zebra, Merger Sub and Fargo
99.1(d)(8)*	Amendment No. 3, dated as of February 5, 2002, to Acquisition Agreement by and among Fargo, Zebra and Merger Sub

*

Filed herewith; all others previously filed.

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