

MERANT PLC  
Form SC TO-T/A  
April 13, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**SCHEDULE TO**

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)

OR SECTION 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

**Amendment No. 1**

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**MERANT PLC**

(Name of Subject Company (Issuer))

**SERENA SOFTWARE, INC.**

(Names of Filing Person (Offeror))

Ordinary Shares of 2p each

American Depositary Shares

(Title of Class of Securities)

GB0002483831: ISIN for Ordinary Shares

537336108: CUSIP for American Depositary Shares

(CUSIP Number of Class of Securities)

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Mark Woodward

President and Chief Executive Officer

SERENA Software, Inc.

2755 Campus Drive, 3rd Floor

San Mateo, California 94403-2538

(650) 522-6600

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

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COPY TO:

Kenneth R. Lamb

Stewart L. McDowell

Gibson, Dunn & Crutcher LLP

One Montgomery Street, 31st Floor

San Francisco, CA 94104

(415) 393-8200

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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 Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO ), filed on March 18, 2004 by SERENA Software, Inc., a Delaware corporation ( SERENA ), relating to SERENA s offer to exchange all of the issued and outstanding shares of common stock, par value 2 pence per share, and American depository shares (each American depository share representing five ordinary shares), including shares issuable upon exercise of options, of Merant plc, a company organized under the laws of England and Wales, for the consideration described in the Schedule TO.

**Item 12. Exhibits.**

| <b>EXHIBIT</b> | <b>DESCRIPTION</b>   |
|----------------|--|
| (a)(5)(xii)    | Press release issued by SERENA, dated March 18, 2004 (incorporated by reference to the Form 425 filed by SERENA on March 18, 2004) |
| (a)(5)(xiii)   | Rule 2.10 Announcement, dated April 5, 2004 (incorporated by reference to the Form 425 filed by SERENA on April 6, 2004)           |
| (a)(5)(xiv)    | Press release issued by SERENA, dated April 6, 2004 (incorporated by reference to the Form 425 filed by SERENA on April 6, 2004)   |

SIGNATURES

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.

SERENA SOFTWARE, INC.

By: \_\_\_\_\_ /s/ Robert I. Pender, Jr.

Name: Robert I. Pender, Jr.

Title: Vice President, Finance and Administration, Chief Financial Officer and Director

Dated: April 13, 2004

EXHIBIT INDEX

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