

ILOG SA  
Form SC TO-T/A  
December 01, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Amendment No. 5  
to  
SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

ILOG S.A.  
(Name of Subject Company (Issuer))

CITLOI S.A.S.  
(Offeror)  
An indirect wholly-owned subsidiary of  
INTERNATIONAL BUSINESS MACHINES CORPORATION  
(Parent of Offeror)  
(Names of filing persons (identifying status as offeror, issuer or other person))

Ordinary Shares,  
nominal value €1.00 per Ordinary Share  
and  
American Depositary Shares,  
each representing one Ordinary Share  
(Title of Class of Securities)

FR0004042364  
452360100  
(CUSIP Number of Class of Securities)

Andrew Bonzani, Esq.  
Vice President, Assistant General Counsel and Secretary  
International Business Machines Corporation  
Armonk, New York 10504  
(914) 499-1900  
(Name, address and telephone numbers of person  
authorized to receive notices and communications on behalf of filing persons)

Copies to:

George A. Stephanakis, Esq.  
Cravath, Swaine & Moore LLP  
CityPoint, One Ropemaker Street

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London, EC2Y 9HR, England  
011 44 207 453 1000

CALCULATION OF FILING FEE

Transaction valuation(1)

Amount of filing fee(2)

U.S.\$34,521,598

U.S.\$1,357

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(1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated on the basis of (i) the offer price of (a) €10.00 for each of the 1,955,638 American Depositary Shares outstanding; (b) €10.00 for each of the 532,536 ordinary shares held by U.S. holders within the meaning of Rule 14d-1(d) under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"); (c) €0.50 for each of the 16,000 2003 warrants n°1 held by U.S. holders; (d) €0.50 for each of the 8,000 2003 warrants n°2 held by U.S. holders; (e) €0.65 for each of the 30,000 2004 warrants held by U.S. holders; (f) €0.50 for each of the 32,000 2005 warrants held by U.S. holders; (g) €0.83 for each of the 32,000 2006 warrants held by U.S. holders; and (h) €1.93 for each of the 16,000 2007 warrants held by U.S. holders, and (ii) an exchange rate (using the noon buying rate in New York City for cable transfers in euro as certified for customs purposes by the Federal Reserve Bank of New York on October 3, 2008) of U.S.\$1.3816 for one euro. The number of American Depositary Shares outstanding, and the number of ordinary shares and warrants held by U.S. holders, is based on information provided to the Offeror by ILOG S.A.

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(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory No. 6 for the fiscal year 2008, equals U.S.\$39.30 per U.S.\$1,000,000 of transaction valuation.

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: U.S.\$1,357

Filing Party: International Business Machines Corporation

Form or Registration No.: Schedule TO

Date Filed: October 14, 2008

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. 5 amends and supplements the Tender Offer Statement under cover of Schedule TO, as amended (the "Schedule TO"), originally filed on October 14, 2008 by International Business Machines Corporation, a New York corporation ("Parent"), and its indirect wholly-owned subsidiary, CITLOI S.A.S., a société par actions simplifiée organized under the laws of the Republic of France ("Purchaser"). The Schedule TO relates to the offer by CITLOI S.A.S. to acquire for cash all outstanding ordinary shares of ILOG S.A., a société anonyme organized under the laws of the Republic of France ("ILOG"), nominal value €1.00 ("Shares"), including Shares held in treasury by ILOG or its subsidiaries and Shares represented by American Depositary Shares ("ADSs"), including any dividend payable for the fiscal year ended June 30, 2008, as well as all outstanding warrants issued by ILOG ("Warrants"), through concurrent offers in the United States (the "U.S. Offer") and in France (the "French Offer" and, together with the U.S. Offer, the "Offers"). In the U.S. Offer, Purchaser is seeking to acquire all outstanding Shares and Warrants held by U.S. holders (within the meaning of Rule 14d-1(d) under the Exchange Act), as well as all outstanding ADSs held by holders wherever located, upon the terms and subject to the conditions set forth in the U.S. Offer to Purchase dated October 14, 2008 (the "U.S. Offer to Purchase"), the ADS letter of transmittal (the "ADS Letter of Transmittal"), and the forms of acceptance for Shares and Warrants (the "Forms of Acceptance"), copies of which are filed as Exhibits (a)(1)(A), (a)(1)(B), (a)(1)(F) and (a)(1)(I) to the Schedule TO, respectively. This Amendment No. 5 to the Schedule TO is being filed on behalf of Parent and Purchaser. Capitalized terms used and not defined in this Amendment No. 5 have the same meanings as in the Schedule TO or the U.S. Offer to Purchase. Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported on Schedule TO.

Item 1 of the Schedule TO, which incorporates by reference the information contained in the U.S. Offer to Purchase, is hereby amended and supplemented to include the following information:

On December 1, 2008, Parent issued a press release announcing the final results of the Offers. Purchaser has accepted all the Shares, ADSs and Warrants tendered into the U.S. Offer. Parent also announced that the U.S. Offer will be reopened for a subsequent offering period of ten French Trading Days. The terms and consideration offered in the subsequent offering period will be identical to that during the initial offering period. The payment of the cash consideration for the Shares and ADSs tendered during the subsequent offering period will occur following the expiration of such period. Amounts in respect of Shares tendered during the subsequent offering period will be payable in euros. Amounts in respect of ADSs tendered during the subsequent offering period will be payable in U.S. dollars calculated by using the open market spot exchange rate for the U.S. dollar against the euro in the North American trading session on the date on which funds are received by the receiving agent to pay for the ADSs upon expiration of the subsequent offering period. The subsequent offering period for the U.S. Offer will commence on December 2, 2008 and expire at 12 noon, EST, on December 15, 2008.

A copy of the press release is attached as Exhibit (a)(5)(G) and is incorporated herein by reference.

Item 4 of the Schedule TO, which incorporates by reference the information contained in the U.S. Offer to Purchase, is hereby amended and supplemented to include the information set forth above under Item 1, which is incorporated in this Item 4 by reference.

Item 12 of the Schedule TO is further amended and supplemented by adding the following thereto:

(a)(5)(G) Press Release issued by Parent on December 1, 2008.

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.

Citloi S.A.S.

By

/s/ Gregory C. Bomberger

Name: Gregory C. Bomberger

Title: Authorized Signatory

Date: December 1, 2008

International Business Machines Corporation

By

/s/ Andrew Bonzani

Name: Andrew Bonzani

Title: Vice President, Assistant General Counsel  
and Secretary

Date: December 1, 2008

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Exhibit	Exhibit Name
(a)(1)(A)	U.S. Offer to Purchase dated October 14, 2008.*
(a)(1)(B)	ADS Letter of Transmittal.*
(a)(1)(C)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9.*
(a)(1)(F)	Form of Acceptance for Shares.*
(a)(1)(G)	Technical Notice to French Financial Intermediaries and U.S. Custodians.*
(a)(1)(H)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(I)	Form of Acceptance for Warrants.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press Release issued by Parent and ILOG on July 27, 2008 (incorporated herein by reference to the Schedule TO-C filed by Parent on July 27, 2008).*
(a)(5)(B)	Press Release issued by Parent on October 14, 2008.*
(a)(5)(C)	Summary Advertisement as published in The Wall Street Journal on October 14, 2008.*
(a)(5)(D)	Press Release issued by Parent and ILOG on November 12, 2008.**
(a)(5)(E)	Press Release issued by Parent on November 17, 2008.***
(a)(5)(F)	Press Release issued by Parent on November 28, 2008.****
(a)(5)(G)	Press Release issued by Parent on December 1, 2008.
(b)	Not applicable.
(d)(1)	Memorandum of Understanding between Parent and ILOG dated July 27, 2008.*
(d)(2)	Letter Agreement between Parent and ILOG dated June 19, 2008.*
(d)(3)	Confidentiality Agreement between Parent and ILOG dated November 30, 2006.*
(d)(4)	Undertaking to tender between Parent and INRIA—Transfert dated July 27, 2008.*
(d)(5)	Undertaking to tender between Parent and SAP AG dated July 27, 2008.*
(g)	None.
(h)	None.

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\* Previously filed on October 14, 2008.

\*\* Previously filed on November 12, 2008.

\*\*\* Previously filed on November 17, 2008.

\*\*\*\* Previously filed on November 28, 2008