FRANKLIN COVEY CO
Form SC TO-I/A
January 22, 2002

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                     SECURITIES AND EXCHANGE COMMISSION
                          WASHINGTON, D.C. 20549

                               SCHEDULE TO
          TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF
                    THE SECURITIES EXCHANGE ACT OF 1934
                             (AMENDMENT NO. 4)

                            FRANKLIN COVEY CO.
               (Name of Subject Company and Filing Person)

                 COMMON STOCK, PAR VALUE $0.05 PER SHARE
                      (Title of Class of Securities)

                               353469109
                  (CUSIP Number of Class of Securities)

                      VAL JOHN CHRISTENSEN, ESQ.
                     Secretary and General Counsel
                      2200 West Parkway Boulevard
                    Salt Lake City, Utah 84119-2331
                       Telephone: (801) 975-1776
                (Name, Address and Telephone Number of
                 Person Authorized to Receive notices
                 and Communications on Behalf of the
                            Filing Person)

                               COPY TO:

                          KEITH L. POPE, ESQ.
                  Parr Waddoups Brown Gee & Loveless
                  185 South State Street, Suite 1300
                   Salt Lake City, Utah 84111-1537
                           (801) 532-7840

                        CALCULATION OF FILING FEE
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Transaction Valuation	Amount of Filing Fee
$44,000,000*	$8,800

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     *    This amount assumes the purchase of 7,333,333 shares of common stock,
          par value $0.05 per share, at the tender offer price of $6.00.
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|X| Check 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.

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     Amount previously paid:   $8,800          Filing party:  Franklin Covey Co.

     Form or registration No.:  Schedule TO     Date filed:    November 26, 2001
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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.
>
> |X| 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: |X|

This Amendment No. 4 to Tender Offer Statement is being filed to terminate and withdraw Franklin Covey's tender offer to purchase shares of its common stock at $6.00 per share. On January 28, 2002, Franklin Covey's board of directors decided to terminate and withdraw the tender offer based on adverse changes that had occurred since the date of initiation of the tender offer. Accordingly, the Company will not accept for payment any and will instruct the Depositary to return all of the shares tendered by its stockholders pursuant to the tender offer. A press release explaining the termination and withdrawal of the tender offer is attached to this Schedule TO as Exhibit (a)(5)(F).

ITEM 12. EXHIBITS.

> (a)(1) (A) Offer to Purchase, dated November 26, 2001, as amended on November 28, 2001, and December 21, 2001.*
>
> > (B)   Form of Letter of Transmittal.*
> >
> > (C)   Form of Notice of Guaranteed Delivery.*
> >
> > (D)   Form of Letter to brokers, dealers, commercial banks, trust companies, and other nominees.*
> >
> > (E)   Form of Letter to client for use by brokers, dealers, commercial banks, trust companies, and other nominees.*
>
> (a)(2)-(4)   Not applicable.
>
> (a)(5)   (A)   Press Release, dated November 13, 2001.*
>
> > (B)   Summary Advertisement, dated November 26, 2001.*
> >
> > (C)   Press Release, dated November 26, 2001.*
> >
> > (D)   Press Release, dated December 21, 2001.*
> >
> > (E)   Press Release, dated January 9, 2002.*
> >
> > (F)   Press Release, dated January 18, 2002.
>
> (b)   Not applicable.
>
> (d)   Not applicable.

        (g)   Not applicable.

        (h)   Not applicable.

* Previously filed on Schedule TO

                                SIGNATURE

        After due inquiry and to the best of my knowledge and belief, I certify
that the information set forth in this Amendment No. 4 to Tender Offer Statement
on Schedule TO is true, complete, and correct.

                                      FRANKLIN COVEY CO.

January 18, 2002   By /s/ Robert A. Whitman

                                          Robert A. Whitman
                                          Chief Executive Officer