

MULTIMEDIA GAMES INC  
Form SC TO-I  
June 08, 2007

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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**

**Multimedia Games, Inc.**

*(Name of Subject Company (Issuer))*

**Multimedia Games, Inc.**

*(Names of Filing Persons (Offeror))*

**Common Stock, \$0.01 Par Value Per Share**

**(including the associated preferred share purchase rights attached thereto)**

*(Title of Class of Securities)*

**625453105**

*(CUSIP Number of Class of Securities)*

**Randy S. Cieslewicz**

**Chief Financial Officer**

**206 Wild Basin Rd.**

**Building B, Fourth Floor**

**Austin Texas 78746**

**Telephone: (512) 334-7500**

*Copy To:*

**Paul E. Hurdlow, Esq.**

**DLA Piper US LLP**

**1221 South MoPac Expressway, Suite 400**

Edgar Filing: MULTIMEDIA GAMES INC - Form SC TO-I

Austin, Texas 78746

Telephone: (512) 457-7000

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

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>		<b>Amount of Filing Fee **</b>
	\$25,000,000	\$ 767.50

\* Calculated solely for the purpose of determining the amount of the filing fee, based upon the purchase of 1,851,852 shares of common stock at the maximum tender offer price of \$13.50 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$30.70 per million of the value of the transaction.

.. 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: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

.. 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.

b 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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**SCHEDULE TO**

This Tender Offer Statement on Schedule TO relates to the offer by Multimedia Games, Inc., a Texas corporation ( Multimedia ), to purchase up to \$25,000,000 in value of shares of its common stock, par value \$0.01 per share, including the associated preferred share purchase rights issued pursuant to the Rights Agreement, dated October 12, 1998, by and between Multimedia and Corporate Stock Transfer, as Rights Agent, at a price not greater than \$13.50 nor less than \$12.25 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares. Based on the purchase price of not greater than \$13.50 and not less than \$12.25 per share, Multimedia could repurchase a maximum of 2,040,816 shares and a minimum of 1,851,852 shares. Multimedia's offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 8, 2007, and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the tender offer. This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

The information in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii) hereto, respectively, is incorporated herein by reference in answer to Items 1 through 11 in this Tender Offer Statement on Schedule TO.

**ITEM 12. EXHIBITS****Exhibit**

<b>Number</b>	<b>Description of Exhibits</b>
(a)(1)(i)(*)	Offer to Purchase, dated June 8, 2007
(a)(1)(ii)(*)	Letter of Transmittal
(a)(1)(iii)(*)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(1)(iv)(*)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(1)(v)(*)	Letter to Shareholders, dated June 8, 2007
(a)(2)	Not applicable
(a)(3)	Not applicable
(a)(4)	Not applicable
(a)(5)(i)(*)	Press Release, dated June 8, 2007
(a)(5)(ii)	Press Release, dated May 29, 2007 <sup>(1)</sup>
(b)(1)	Revolving Credit Facility Agreement entered into as of April 27, 2007 by and among the financial institutions from time to time signatory thereto, Comerica Bank, as agent for such financial institutions, and MegaBingo, Inc. and MGAM Systems, Inc. (the Revolving Credit Facility Agreement) <sup>(2)</sup>
(b)(2)	Letter Agreement entered into as of June 6, 2007 by and among MegaBingo, Inc., MGAM Systems, Inc., Comerica Bank, as Agent, Swing Line Bank and Issuing Bank, and CIT Lending Services Corporation, as Bank, amending the Revolving Credit Facility Agreement <sup>(3)</sup>
(d)(1)	1994 Employee Stock Option Plan <sup>(4)</sup>
(d)(2)	1994 Director Stock Option Plan <sup>(4)</sup>
(d)(3)	1996 Stock Incentive Plan, as Amended <sup>(5)</sup>
(d)(4)	President's Plan <sup>(6)</sup>
(d)(5)	1998 Senior Executive Stock Option Plan <sup>(5)</sup>
(d)(6)	2000 Stock Option Plan <sup>(5)</sup>
(d)(7)	2001 Stock Option Plan <sup>(7)</sup>

**Exhibit**

<b>Number</b>	<b>Description of Exhibits</b>
(d)(8)	2002 Stock Option Plan <sup>(8)</sup>
(d)(9)	2003 Outside Director Stock Option Plan <sup>(9)</sup>
(d)(10)	Ad Hoc Option Plan <sup>(10)</sup>
(d)(11)	Rights Agreement dated October 12, 1998 by and between Multimedia Games, Inc. and Corporate Stock Transfer, as rights agent <sup>(11)</sup>
(d)(12)	Agreement dated October 24, 2006 by and among Multimedia Games, Inc. and Liberation Investments, L.P., a Delaware limited partnership ( LILP ), Liberation Investments, Ltd., a private offshore investment corporation ( LILtd ), Liberation Investment Group, LLC, a Delaware limited liability company and general partner of LILP and a discretionary investment advisor to LILtd ( LIGLLC ), Emanuel R. Pearlman, the Chief Executive Officer and majority member of LIGLLC, and Neil E. Jenkins <sup>(12)</sup>
(g)	Not applicable
(h)	Not applicable

\* Filed herewith

- (1) Incorporated by reference to Current Report of Form 8-K filed May 3, 2007.
- (2) Incorporated by reference to Current Report on Form 8-K filed May 31, 2007.
- (3) Incorporated by reference to Current Report on Form 8-K filed June 8, 2007.
- (4) Incorporated by reference to Form 10-KSB for the fiscal year ended September 30, 1994.
- (5) Incorporated by reference to Registration Statement on Form S-8 filed December 1, 2000 (File No. 333-51072).
- (6) Incorporated by reference to Form 10-KSB for the fiscal year ended September 30, 1998.
- (7) Incorporated by reference to Registration Statement on Form S-8 filed October 18, 2001 (File No. 333-100611).
- (8) Incorporated by reference to Form 10-Q filed for the quarter ended March 31, 2003.
- (9) Incorporated by reference to Appendix B of Definitive Proxy Statement on Schedule 14A filed January 6, 2004.
- (10) Incorporated by reference to Registration Statement on Form S-8 filed October 18, 2002.
- (11) Incorporated by reference to Registration Statement on Form 8-A filed October 15, 1998.
- (12) Incorporated by reference to our Form 8-K filed October 26, 2006.

**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3**

Not applicable.

**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.

Multimedia Games, Inc.

Dated: June 8, 2007

By: /s/ CLIFTON E. LIND  
**Clifton E. Lind**

**President and Chief Executive Officer**

## EXHIBIT INDEX

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