

BLACKBAUD INC
Form SC TO-T/A
May 07, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO/A

(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)

CONVIO, INC.

(Name of Subject Company (Issuer))

CARIBOU ACQUISITION CORPORATION

a wholly owned subsidiary of

BLACKBAUD, INC.

(Names of Filing Persons (Offerors))

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Common Stock, par value \$0.001 per share

(Title of Class of Securities)

21257W105

(CUSIP Number of Class of Securities)

Marc Chardon

Blackbaud, Inc.

2000 Daniel Island Drive

Charleston, South Carolina 29492

(843) 216-6200

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

Copy to:

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CALCULATION OF FILING FEE

Transaction Valuation*
\$309,900,576

Amount of Filing Fee**
\$35,515

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- * Estimated for purposes of calculating the filing fee only. Determined by multiplying the offer price of \$16.00 per share by the sum of (x) the 19,189,882 shares of common stock, par value \$0.001 per share (the Shares), of Convio, Inc. issued and outstanding as of May 2, 2012, and (y) the 178,904 Shares that were issuable on or prior to the expiration of this tender offer upon the exercise of all options and other rights to purchase Shares that were outstanding and exercisable as of May 2, 2012 and have a per share exercise price of \$16.00 or less.
- ** The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the Exchange Act) and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.0001146.

- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Exchange Act 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: \$35,515
Form or Registration No.: Schedule TO

Filing Party: Blackbaud, Inc.
Date Filed: May 3, 2012

- .. 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.

- x 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.
 - x 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. 14 amends and supplements the Tender Offer Statement on Schedule TO (the *Schedule TO*) originally filed with the Securities and Exchange Commission on January 25, 2012 by Blackbaud, Inc., a Delaware corporation (*Parent*), and Caribou Acquisition Corporation (*Purchaser*), a Delaware corporation and a wholly owned subsidiary of Parent, and relates to the offer by Purchaser to purchase all outstanding shares of common stock, par value \$0.001 per share (the *Shares*), of Convio, Inc., a Delaware corporation (the *Company*), at a price of \$16.00 per Share, net to the seller in cash, without interest thereon (subject to applicable withholding taxes), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 25, 2012 (the *Offer to Purchase*), and in the related Letter of Transmittal, (which, together with any supplements or amendments thereto, collectively constitute the *Offer*).

The information set forth in the Offer, including all schedules thereto, is expressly incorporated herein by reference with respect to all of the items of this Schedule TO, except as otherwise set forth below.

Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 4, 5, 6, 8, 9 and 11.

Items 4, 5, 6, 8, 9 and 11 of the Schedule TO are hereby amended and supplemented by adding the following:

On May 4, 2012, Parent completed a short form merger under Delaware law of Purchaser with and into the Company without having to close on the top-up option it previously exercised under the Agreement. In the merger, all remaining outstanding Shares that were not tendered prior to the expiry of the Offer (other than any Shares held by Purchaser and Shares in respect of which appraisal rights are validly exercised under Delaware law) were converted into the right to receive the same \$16 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, that was paid in the Offer. The Company is the surviving corporation in the merger and has become a wholly owned subsidiary of Parent. The Company's common stock is no longer traded on the Nasdaq Global Select Market.

Item 12. Material to be Filed as Exhibits

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

- (a)(2)(aa) Current Report on Form 8-K regarding closing of the Merger, filed by Parent on May 7, 2012.
- (a)(2)(bb) Press release issued by Parent on May 7, 2012 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Parent on May 7, 2012).

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.

Dated: May 7, 2012

CARIBOU ACQUISITION CORPORATION

By: /s/ Anthony W. Boor
Name: Anthony W. Boor
Title: Chief Financial Officer and Treasurer

BLACKBAUD, INC.

By: /s/ Anthony W. Boor
Name: Anthony W. Boor
Title: Senior Vice President and Chief Financial Officer