

INFONET SERVICES CORP
Form SC TO-I/A
February 15, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(AMENDMENT NO. 4)
(RULE 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

INFONET SERVICES CORPORATION
(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON (OFFEROR))

OPTIONS TO PURCHASE CLASS B COMMON STOCK, PAR VALUE \$0.01 PER SHARE,
WITH AN EXERCISE PRICE OF \$13.00 OR HIGHER PER SHARE
(TITLE OF CLASS OF SECURITIES)

45666T 10 6
(CUSIP NUMBER OF CLASS OF SECURITIES)

PAUL A. GALLEBERG
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
INFONET SERVICES CORPORATION
2160 EAST GRAND AVENUE
EL SEGUNDO, CALIFORNIA 90245
(310) 335-2600

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE
NOTICES AND COMMUNICATIONS ON BEHALF OF THE FILING PERSON)

COPY TO:
WILLIAM J. CERNIUS
LATHAM & WATKINS
650 TOWN CENTER DRIVE, SUITE 2000
COSTA MESA, CALIFORNIA 92626
(714) 540-1235

CALCULATION OF FILING FEE

| TRANSACTION VALUATION* | AMOUNT OF FILING FEE |
|------------------------|----------------------|
| ----- | ----- |
| \$5,588,122 | \$1,117.62** |

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 6,403,150 shares of Class B common stock of Infonet Services Corporation having an aggregate value of \$5,588,122 as of January 2, 2002 will be exchanged and/or cancelled pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee,

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calculated in accordance with Rule 0-11(b)(2) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

** Previously paid.

[] 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.

Amount Previously Paid: Not applicable. Filing party: Not applicable. Form or Registration No.: 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
- [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 []

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This Amendment No. 4 and final amendment to the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission on January 7, 2002, as amended, relating to an offer by Infonet Services Corporation, a Delaware corporation, to exchange all options to purchase shares of Infonet Services Corporation's Class B common stock ("Class B common stock"), par value \$0.01 per share ("option shares"), with an exercise price of \$13.00 or higher per share (the "options") outstanding under eligible option plans and held by eligible employees, for new options (the "new options") to purchase shares of Class B common stock to be granted under eligible option plans, upon the terms and subject to the conditions set forth in the Offer to Exchange Certain Outstanding Options dated January 7, 2002, as amended and restated on January 17, 2002 (the "offer to exchange"), and the related Election Concerning Exchange of Stock Options form (the "election form" and, together with the offer to exchange, as they may be amended or supplemented from time to time, the "offer"), attached hereto as Exhibit (a)(1)(i) and Exhibit (a)(1)(v). The number of shares of Class B common stock subject to the new options will be equal to the number of shares of Class B common stock subject to the options that are accepted for exchange and cancelled. Each option holder will be granted new options to purchase that number of shares of Class B Common Stock equal to the number set forth on the table in the option holder's election form.

This Amendment No. 4 to the Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Section 13(e) of the Securities Exchange Act of 1934, as amended.

The information in the offer, a copy of which is filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(v) hereto, is incorporated herein by

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reference in answer to items 1 through 11 in this Tender Offer Statement on Schedule TO. The following items are inapplicable: Item 7 (the information required by Item 1007(d) of Regulation M-A); Item 9 (the information required by Item 1009(a) of Regulation M-A); Item 10 (the information required by Item 1010(b) of Regulation M-A); and Item 13.

Section 5 of this Schedule TO is hereby amended and updated to provide the following:

5. Acceptance of Options for Exchange and Issuance of New Options.

The offer to exchange expired at 5:00 p.m. Pacific Time, on Thursday, February 14, 2002. Pursuant to the offer we accepted for exchange options to purchase 6,351,250 shares of our Class B common stock that were eligible to be tendered in the offer. Upon the terms and subject to the conditions of the offer, we will grant options to purchase an aggregate of 6,351,250 shares of our Class B common stock in exchange for such tendered options. We will promptly send each option holder whose options have been accepted for exchange a letter, substantially in the form of Exhibit (a)(1)(ix) as previously filed, indicating the number of shares of common stock subject to such holder's options that have been accepted for exchange and the corresponding number of shares of common stock that will be subject to the options that will be granted to such holders.

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: February 15, 2002

INFONET SERVICES CORPORATION

By: /s/ Paul A. Galleberg

Name: Paul A. Galleberg
Title: Senior Vice President,
General Counsel and Secretary