

WORLD WRESTLING ENTERTAINMENT INC

Form SC TO-I/A

January 12, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities
Exchange Act of 1934
(Amendment No. 2)

World Wrestling Entertainment, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Class A Common Stock, \$.01 par value per share

(Title of Class of Securities)

98156Q108

(CUSIP Number of Class of Securities)
(Underlying Class A Common Stock)

Edward L. Kaufman, Esq.
World Wrestling Entertainment, Inc.
1241 East Main Street
Stamford, Connecticut 06902
(203) 352-8600

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

with copy to:
Michael C. McLean, Esq.
Kirkpatrick & Lockhart LLP
Henry W. Oliver Building
535 Smithfield Street
Pittsburgh, Pennsylvania 15222
Facsimile: (412)355-6501

CALCULATION OF FILING FEE:

Transaction Valuation(1)	Amount of Filing Fee(1)(2)
\$17,548,332.50	\$1,419.66

(1) Estimated for purposes of calculating the amount of the filing fee only. This amount assumes that options to purchase 4,168,250 shares of Class A Common Stock, par value \$.01 per share, of World Wrestling Entertainment, Inc., having an aggregate value of \$17,548,332.50 will be exchanged and cancelled pursuant to this offer, in which one restricted stock unit (or, in some cases, a cash payment) is to be exchanged for every six such options tendered. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and Fee Advisory No. 11 for fiscal year 2003 issued by the Securities and Exchange Commission on February 21, 2003, equals \$80.90 per million dollars of the value of the transaction.

(2) Calculated by multiplying the Transaction Valuation by 0.00008090.

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:	\$1,419.66
Form or Registration No.:	Schedule TO.
Filing Party:	World Wrestling Entertainment, Inc.
Date Filed:	December 16, 2003.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate box(es) 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. 2 (this Amendment No.2), which is filed in response to comments raised by the staff of the Securities and Exchange Commission's Division of Corporation Finance, amends and supplements the Tender Offer Statement on Schedule TO originally filed by the Company with the Securities and Exchange Commission on December 16, 2003, as amended by Amendment No. 1 to the Schedule TO filed by the Company with the Commission on January 8, 2004. The alphabetical subsections used in the Item responses below correspond to the alphabetical subsections of the applicable items of Regulation M-A promulgated under the Federal securities laws.

Items 1 through 9 and Item 11.

Items 1 through 9 and Item 11 of the original Schedule TO, which incorporate by reference the information contained in the Offer to Exchange, a copy of which is filed with the original Schedule TO as Exhibit (a)(1), are hereby amended as follows:

- (1) The clause added by Amendment No. 1 to the second bullet point following the first paragraph under the caption 8. Conditions for Completion of the Offer in Part II of the Offer to Exchange is amended by deleting the words such as, for instance, and substituting the word by .
- (2) The last bullet point following the first paragraph under the caption 8. Conditions for Completion of the Offer in Part II of the Offer to Exchange is amended to read as follows:

Any change occurs in the business, condition (financial or otherwise), assets, income, operations, prospects or stock ownership of the Company that, in our reasonable judgment, has a materially negative impact on the Company.
- (3) The caption 12. Legal Matters; Regulatory/Stockholder Approvals is hereby amended to delete the word /Stockholder .
- (4) The second paragraph under the caption 12. Legal Matters; Regulatory Approvals in Part II of the Offer to Exchange is hereby deleted.
- (5) The fifth paragraph under the caption 14. Information Concerning World Wrestling Entertainment, Inc. in Part II of the Offer to Exchange is hereby amended by deleting the words , or will file with the Securities and Exchange Commission subsequent to, .

SIGNATURES

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.

World Wrestling Entertainment, Inc.

By: /s/ Philip B. Livingston

Name: Philip B. Livingston

Title: Chief Financial Officer

Dated: January 12, 2004

EXHIBIT INDEX

Exhibit	Description
(a)(1)	Offer to Exchange, dated November 17, 2003 (filed herewith).*
(a)(2)	Introductory Letter and accompanying Letter of Transmittal (filed herewith).*
(a)(3)	Form of Restricted Stock Unit Award Agreement (filed herewith).*
(a)(4)	Form of E-Mail to Eligible Option Holders Announcing Offer (filed herewith).*
(a)(5)	Form of Election Withdrawal Notice (filed herewith).*
(a)(6)	Form of Reminder Notice of Expiration of Offer (filed herewith).*
(a)(7)	Form of Cover Letter (filed herewith).*
(a)(8)	Presentation (filed herewith).*
(a)(9)	Presentation (filed herewith).*
(a)(10)	Press Release (filed herewith).*
(a)(11)	The Company's Annual Report on Form 10-K for its fiscal year ended April 30, 2003, filed with the Securities and Exchange Commission on July 3, 2003 (incorporated herein by reference).
(a)(12)	The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended July 25, 2003, filed with the Securities and Exchange Commission on August 29, 2003 (incorporated herein by reference).
(a)(13)	The Company's Quarterly Report on Form 10-Q for the fiscal year ended October 24, 2003, filed with the Securities and Exchange Commission on November 21, 2003 (incorporated herein by reference).
(a)(14)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 13, 2003 (incorporated herein by reference).
(a)(15)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 27, 2003 (incorporated herein by reference).
(a)(16)	The Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 17, 2003 (incorporated herein by reference).
(a)(17)	The Company's definitive Proxy Statement on Schedule 14A for the 2003 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on July 31, 2003 (incorporated herein by reference).
(a)(18)	A description of the Company's Class A common stock included in the Company's Registration Statement on Form 8-A, which was filed with the Securities and Exchange Commission on September 22, 2000 (incorporated herein by reference).
(a)(19)	Form of E-Mail Regarding Summary Financial Information (filed herewith).*
(b)	Not applicable.

- (d)(1) The Company's 1999 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1.A to the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2003(No. 333-84327)).*
- (d)(2) Form of Stock Option Agreement under the Company's 1999 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1A to our Annual Report on Form 10-K for the fiscal year ended April 30, 2003).
- (d)(3) Form of Voting Agreement by and among the Company, Vincent K. McMahon, individually and as trustee of the Vincent K. McMahon Irrevocable Trust, and Linda E. McMahon, dated as of November 17, 2003 (filed herewith).*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.