

IMAGISTICS INTERNATIONAL INC
Form SC TO-T/A
October 26, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Amendment No. 3 to
SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934**

IMAGISTICS INTERNATIONAL INC.

(Name of Subject Company)

ORANGE MERGER CORP.

OCÉ N.V.

(Names of Filings Persons (offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

Series A Junior Participating Preferred Stock Purchase Rights

(Title of Class of Securities)

45247T104

(CUSIP Number of Class of Securities)

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Jan F. Dix

Secretary, Orange Merger Corp.

Urbanusweg 43, 5914 CA Venlo

The Netherlands

Tel: 31 77 359 2201

(Name, Address, and Telephone Numbers of Person Authorized

5450 North Cumberland Avenue

Chicago, IL 60656

Tel: (773) 714-4401

to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

David L. DeNinno

Reed Smith LLP

435 Sixth Avenue

Pittsburgh, PA 15219

Tel: (412) 288-3214

Transaction Value*

\$686,246,742

Amount of Filing Fee**

\$80,771.24

* For purposes of calculating the filing fee pursuant to Rule 0-11(d), the Transaction Value assumes the purchase of all outstanding shares of common stock of Imagistics International Inc. at the tender offer price of \$42.00 per share. The transaction value also includes the offer price of \$42.00 less \$18.4387, which is the average exercise price of outstanding options, multiplied by 1,441,560, the estimated number of options outstanding.

** The amount of the filing fee calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$117.70 per million of Transaction Value.

x 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: \$80,771.24
Form or Registration No.: Schedule TO

Filing Party: Océ N.V.
Date Filed: September 19, 2005

.. 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.

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- 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:

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Océ N.V.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

BK, WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

The Netherlands

7. Sole Voting Power

NUMBER OF

SHARES

0

8. Shared Voting Power

BENEFICIALLY

OWNED BY

13,819,172

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

13,819,172

11. Aggregate Amount Beneficially Owned by Each Reporting Person

13,819,172

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

88.8%

14. Type of Reporting Person (See Instructions)

CO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Orange Merger Corp.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

0

8. Shared Voting Power

BENEFICIALLY

OWNED BY

13,819,172

EACH

9. Sole Dispositive Power

REPORTING

PERSON

0

10. Shared Dispositive Power

WITH

13,819,172

11. Aggregate Amount Beneficially Owned by Each Reporting Person

13,819,172

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

88.8%

14. Type of Reporting Person (See Instructions)

HC, CO

This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this Amendment No. 3) amends and supplements the Tender Offer Statement on Schedule TO filed on September 19, 2005, as amended on October 5, 2005 and October 18, 2005 (the Schedule TO), by Orange Merger Corp., a Delaware corporation (Purchaser) and Océ N.V., a corporation organized under the laws of the Netherlands (Parent). The Schedule TO relates to the offer by Purchaser to purchase all the shares of common stock, par value \$0.01 per share, including the associated Series A Junior Participating Preferred Stock purchase rights (together, the Shares), of Imagistics International Inc., a Delaware corporation (the Company), that are issued and outstanding for \$42.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 19, 2005 (the Offer to Purchase) and in the related Letter of Transmittal. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO.

Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Offer to Purchase.

Item 8. Interest in Securities of the Subject Company

Item 11. Additional Information

Items 8 and 11 of the Schedule TO are hereby amended and supplemented by including the following:

The subsequent offering period to the tender offer was originally scheduled to expire at 5:00 p.m., New York City time, on October 25, 2005. On October 26, 2005 Parent issued a press release announcing the extension of the subsequent offering period. The subsequent offering period is now scheduled to expire at 5:00 p.m., New York City time on October 28, 2005. As of the original expiration date of the subsequent offering period, approximately 13,819,172 Shares were tendered in the Offer, representing approximately 88.8% of the Shares outstanding. Purchaser has accepted all Shares validly tendered as of that time in accordance with the terms of the tender offer. Payments for Shares accepted through that time will be made promptly by the Depositary.

Following the expiration of the subsequent offering period at 5:00 p.m., New York City time, on October 28, 2005, Parent intends to exercise its option, granted in the merger agreement, to purchase newly issued shares of Common Stock that, when added to the number of shares of Common Stock owned by Purchaser, Parent and their subsidiaries represent over 90% of issued and outstanding shares of Common Stock.

Parent intends to complete the acquisition of the Company through a merger of Parent with and into the Company on Monday, October 31, 2005. As a result of the merger, all remaining outstanding Shares not purchased by Parent in the tender offer (except for any shares for which appraisal rights under applicable law have been properly exercised) will be converted into the right to receive \$42.00 per Share, net to the seller in cash.

A copy of the press release is attached hereto as Exhibit (a)(1)(J) and the information in the press release is incorporated herein by reference.

Item 12. Exhibits

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Item 12 of the Schedule TO is hereby amended and supplemented by including the following:

(a)(1)(J) Press Release issued by Parent on October 26, 2005.

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.

Orange Merger Corp.

By /s/ R. L. VAN IPEREN
Name: **R. L. van Iperen**
Title: **President/CEO**

Océ N.V.

By /s/ R. L. VAN IPEREN
Name: **R. L. van Iperen**
Title: **Chairman, Board of Executive Directors.**

October 26, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Name</u>
(a)(1)(J)	Press Release issued by Parent on October 26, 2005.