

SYNERGETICS USA INC  
Form SC TO-C  
September 02, 2015

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UNITED STATES  
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

SYNERGETICS USA, INC.  
(Name of Subject Company (Issuer))

Blue Subsidiary Corp.  
a wholly owned subsidiary of  
Valeant Pharmaceuticals International  
a wholly owned subsidiary of  
Valeant Pharmaceuticals International, Inc.  
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class Of Securities)

87160 G 107  
(CUSIP Number of Class of Securities)

Robert Chai-Onn  
Executive Vice President, General Counsel and Corporate Secretary  
Valeant Pharmaceuticals International, Inc.  
2150 St. Elzéar Blvd. West  
Laval, Quebec  
Canada, H7L 4A8  
(514) 744-6792

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

With copies to:  
Stephen F. Arcano  
Marie L. Gibson  
Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, NY 10036

(212) 735-3000

CALCULATION OF FILING FEE

Transaction Valuation

Not Applicable\*

Amount Of Filing Fee

Not Applicable\*

\*A filing fee is not required in connection with this filing as it relates solely to preliminary communication made before the commencement of a tender offer.

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- .. 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: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

- x 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.
- .. 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Tender Offer Statement on Schedule TO (this “Statement”) relates solely to preliminary communications made before the commencement of a planned tender offer by Blue Subsidiary Corp. (“Purchaser”), a wholly owned subsidiary of Valeant Pharmaceuticals International (“Parent”), a wholly-owned subsidiary of Valeant Pharmaceuticals International, Inc. (“Valeant”) for all of the outstanding common stock of Synergetics USA, Inc. (the “Company”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of September 1, 2015, among Parent, Purchaser, Valeant and the Company.

The exhibit is neither an offer to purchase nor solicitation of an offer to sell securities. The tender offer for the outstanding shares of the Company’s common stock described in this filing has not commenced. At the time the offer is commenced, Purchaser and Parent will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the “SEC”), and the Company will file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer. Purchaser and the Company intend to mail these documents to the stockholders of the Company. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials, as amended from time to time, will be made available to the Company’s stockholders at no expense to them at [www.synergeticsusa.com](http://www.synergeticsusa.com). In addition, the tender offer materials and other documents that Valeant files with the SEC will be made available to all stockholders of the Company free of charge at [www.valeant.com](http://www.valeant.com). Furthermore, all of those materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s website: [www.sec.gov](http://www.sec.gov). The Solicitation/Recommendation Statement and the other documents filed by Synergetics with the SEC will be made available to all stockholders of Synergetics free of charge at <http://synergeticsusa.com> and may also be obtained from Synergetics upon written request to the Investor Relations Department, 3845 Corporate Centre Drive, O’Fallon, Missouri 63368, telephone number (636) 939-5100.

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EXHIBIT INDEX

(a)(5)(A) Press Release issued by Valeant Pharmaceuticals International, Inc. on September 2, 2015