EVOLVE SOFTWARE INC
Form SC TO-I/A
December 07, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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SCHEDULE TO
TENDER OFFER STATEMENT
UNDER
SECTION 14(D)(1) OR 13(E)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934

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EVOLVE SOFTWARE, INC.
(AMENDMENT NO. 1)
(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON (OFFEROR))

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE $0.001 PER SHARE
(TITLE OF CLASS OF SECURITIES)
N/A*
(CUSIP NUMBER OF CLASS OF SECURITIES)

KENNETH J. BOZZINI
CHIEF FINANCIAL OFFICER
EVOLVE SOFTWARE, INC.
1400 65TH STREET, SUITE 100
EMERYVILLE, CA 94608
(510) 428-6000
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON BEHALF OF FILING PERSON)

COPIES TO:

LARRY W. SONSINI, ESQ.
RAMSEY HANNA, ESQ.
WILSON SONSINI GOODRICH & ROSATI,
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94304-1050
(650) 493-9300

CALCULATION OF FILING FEE

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TRANSACTION VALUATION+	AMOUNT OF FILING FEE
$ 333,304	Previously paid
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+ Calculated solely for purposes of determining the filing fee. This amount
  assumes that options to purchase 1,822,690 shares of common stock of Evolve
  Software, Inc. (the "Company") having an aggregate value of $333,304 as of
  December 4, 2001 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,
  calculated in accordance with Rule 0-11(b) of the Securities Exchange Act
  of 1934, as amended, equals 1/50th of one percent of the value of the
  transaction.

[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: $66.66
FORM OR REGISTRATION NO.: 5-60105
FILING PARTY: THE COMPANY
DATE FILED: DECEMBER 5, 2001

[ ] 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: [ ]

    *   There is no trading market or CUSIP Number for the options. The CUSIP Number for the underlying common stock is 30049P104.
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SCHEDULE TO

INTRODUCTORY STATEMENT

     This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Commission") on December 5, 2001, relating to our offer to exchange certain options to purchase shares of our common stock, par value $0.001 per share, under the terms and subject to the conditions set forth under "The Offer" in the Offer to Exchange dated December 5, 2001. This Amendment's sole purpose is to file the Presentation to Employees with the Commission.

ITEM 12.   EXHIBITS.

     (a)   (1)   (i)* Offer to Exchange Certain Outstanding Options for New Options, dated December 5, 2001.

                   (ii)* Election Form.

                   (iii)* Letter from Chairman to Employees, dated December 5, 2001.

                   (iv)* Form of Notice to Withdraw from the Offer.

                   (v)*   Form of Promise to Grant Stock Option(s).

                   (vi)   Presentation to Employees.

            (5)   (i)*   Evolve Software, Inc. Amended and Restated 2000 Stock Plan.

                   (ii)* Form of agreement under Evolve Software, Inc. Amended

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and Restated 2000 Stock Plan.

(iii)* Evolve Software, Inc. 2000 Stock Plan Prospectus.

(b)   Not applicable.

(d)   (1)   Certificate of Designation of Evolve Software, Inc. Series A Preferred Stock, filed as Exhibit 10.4 to the Company's Current Report on Form 8-K/A filed on October 3, 2001, and incorporated herein by reference.

(2)   Form of Form A Subscription Warrant and Form of Form B Subscription Warrant, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed on October 3, 2001, and incorporated herein by reference.

(3)   Form of Warrant to Purchase Shares of Common Stock, filed as Exhibit 10.3 to the Company's Current Report on Form 8-K/A filed on October 3, 2001, and incorporated herein by reference.

(g)   Not applicable.

(h)   Not applicable.

*Previously filed as an exhibit to the Schedule TO filed with the Securities and Exchange Commission on December 5, 2001.

SIGNATURE

    After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

                              EVOLVE   SOFTWARE,   INC.

                              By: /s/ Kenneth J. Bozzini

                                  Kenneth J. Bozzini
                                  Chief Financial Officer and Vice President,
                                  Finance

Date: December 7, 2001

                              INDEX TO EXHIBITS

  EXHIBIT
  NUMBER   DESCRIPTION
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(a)(1)(i)* Offer to Exchange Certain Outstanding Options for New Options, dated December 5, 20

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 (a)(1)(ii)*   Election Form.
(a)(1)(iii)*   Letter from Chairman to Employees, dated December 5, 2001.
 (a)(1)(iv)*   Form of Notice to Withdraw from the Offer.
  (a)(1)(v)*   Form of Promise to Grant Stock Option(s).
 (a)(1)(vi)    Presentation to Employees.
  (a)(5)(i)*   Evolve Software, Inc. Amended and Restated 2000 Stock Plan.
 (a)(5)(ii)*   Form of agreement under Evolve Software, Inc. Amended and Restated 2000 Stock Plan.
(a)(5)(iii)*   Evolve Software, Inc. 2000 Stock Plan Prospectus.
    (d)(1)     Certificate of Designation of Evolve Software, Inc. Series A Preferred Stock, filed
               to the Company's Current Report on Form 8-K/A filed on October 3, 2001, and incorpo
               reference.
    (d)(2)     Form of Form A Subscription Warrant and Form of Form B Subscription Warrant, filed
               to the Company's Current Report on Form 8-K/A filed on October 3, 2001, and incorpo
               reference.
    (d)(3)     Form of Warrant to Purchase Shares of Common Stock, filed as Exhibit 10.3 to the Co
               Report on Form 8-K/A filed on October 3, 2001, and incorporated herein by reference
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*Previously filed as an exhibit to the Schedule TO filed with the Securities and
Exchange  Commission  on  December 5, 2001.
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