

MERCATOR SOFTWARE INC
Form SC 14D9/A
August 19, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
SCHEDULE 14D-9
(RULE 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION
14(d) (4) OF THE SECURITIES EXCHANGE ACT OF 1934

MERCATOR SOFTWARE, INC.
(Name of Subject Company)

MERCATOR SOFTWARE, INC.
(Name of Person(s) Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(INCLUDING THE ASSOCIATED PREFERRED STOCK PURCHASE RIGHTS)
(Title of Class of Securities)

587587106
(CUSIP Number of Class of Securities)

ROY C. KING
CHAIRMAN, CHIEF EXECUTIVE OFFICER AND PRESIDENT
MERCATOR SOFTWARE, INC.
45 DANBURY ROAD
WILTON, CT 06897
TELEPHONE: (203) 761-8600

(Name, address and telephone number of person authorized to receive notice and
communication on behalf of the person(s) filing statement)

Copy to:

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

This Amendment No. 1 to Schedule 14D-9 amends and supplements the Schedule
14D-9 (the "Schedule 14D-9") initially filed with the Securities and Exchange
Commission on August 8, 2003 by Mercator Software, Inc., a Delaware corporation

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("Mercator"), relating to a tender offer commenced by Greek Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Ascential Software Corporation, a Delaware corporation, on August 8, 2003 to purchase all of the outstanding shares of Mercator's common stock, par value \$0.01 per share, together with the associated preferred stock purchase rights, for \$3.00 per share, net to the seller in cash, without interest thereon. Capitalized terms used but not defined herein have the meanings assigned to them in the Schedule 14D-9.

The information in the Schedule 14D-9 is hereby expressly incorporated herein by reference, except as otherwise set forth below.

ITEM 9. EXHIBITS

Item 9 of Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit (filed herewith):

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|-------------------------|--|
| (e) (15) | Memorandum dated August 19, 2003 to Mercator's employees regarding tendering shares and stock option information |

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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: August 19, 2003

MERCATOR SOFTWARE, INC.

By: /s/ Roy C. King

Roy C. King
Chairman of the Board of
Directors, Chief Executive
Officer and President