

SILICONWARE PRECISION INDUSTRIES CO LTD
Form SC TO-T/A
March 17, 2016

UNITED STATES

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. 12)

SILICONWARE PRECISION INDUSTRIES CO., LTD.

(Name of Subject Company (Issuer))

ADVANCED SEMICONDUCTOR ENGINEERING, INC.

(Offeror)

(Names of Filing Persons (identifying status as offeror, issuer and other persons))

American Depositary Shares, Each Representing Five Common Shares,
Par Value NT\$10.00 Per Common Share
and
Common Shares Held by U.S. Holders

(Title of Class of Securities)

827084864

(American Depositary Shares)

(CUSIP Number of Class of Securities)

TW0002325008 (Common Shares)

(ISIN Number of Class of Securities)

Joseph Tung

Room 1901, No. 433, Section 1 Keelung Rd.

Taipei, Taiwan, 110

Republic of China

Tel: +886 2-6636-5678

(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of Filing Persons)

Copies to:

George R. Bason, Jr.

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, New York 10017

Telephone: +1 (212) 450-4000

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.

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 12 (“**Amendment No. 12**”) amends and supplements the Tender Offer Statement filed under cover of Schedule TO on December 29, 2015 (as previously amended and together with any subsequent amendments and supplements thereto, the “**Schedule TO**”) by Advanced Semiconductor Engineering, Inc., a company incorporated and existing under the laws of the Republic of China (“**Purchaser**”). The Schedule TO relates to the offer by Purchaser to purchase up to 770,000,000 Common Shares, including those represented by ADSs, which represents approximately 24.71% of the issued and outstanding share capital of Siliconware Precision Industries Co., Ltd., a company limited by shares under the Company Law of the Republic of China (“**SPIL**”), through concurrent tender offers in the United States and the Republic of China and upon the terms set forth in the U.S. Offer to Purchase, dated December 29, 2015, and in the related ADS Letter of Transmittal and Common Share Form of Acceptance.

Except as otherwise set forth in this Amendment No. 12, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment No. 12. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Items 1 through 9 and Items 11 and 13

On March 17, 2016, Purchaser issued a press release announcing the failure of the Offers due to the TFTC Condition not being satisfied prior to the expiration of the Offers. The press release regarding this announcement and the English translation of the announcement made on the Taiwan Stock Exchange Market Observation Post are attached hereto as Exhibit (a)(19) and Exhibit (a)(20), respectively, and are incorporated herein by reference. No Common Shares, including those represented by ADSs, were purchased by Purchaser in the Offers, and Purchaser has instructed the Common Share Tender Agent and the ADS Tender Agent to promptly return all previously tendered Common Shares and ADSs, respectively.

Item 12. Exhibits.

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

(a)(19) Press Release dated March 17, 2016.

(a) (20) English translation of the announcement made on the Taiwan Stock Exchange Market Observation Post System, dated March 17, 2016.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 17, 2016

ADVANCED
SEMICONDUCTOR
ENGINEERING, INC.

By: /s/ Joseph Tung
Name: Joseph Tung
Title: Chief Financial Officer

EXHIBIT INDEX

Item 12. Exhibits

Exhibit No.	Description
(a)(19)	Press Release dated March 17, 2016.
(a)(20)	English translation of the announcement made on the Taiwan Stock Exchange Market Observation Post System, dated March 17, 2016.